MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE CLONE SAGA EPIC
BOOK 1

the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC

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the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC

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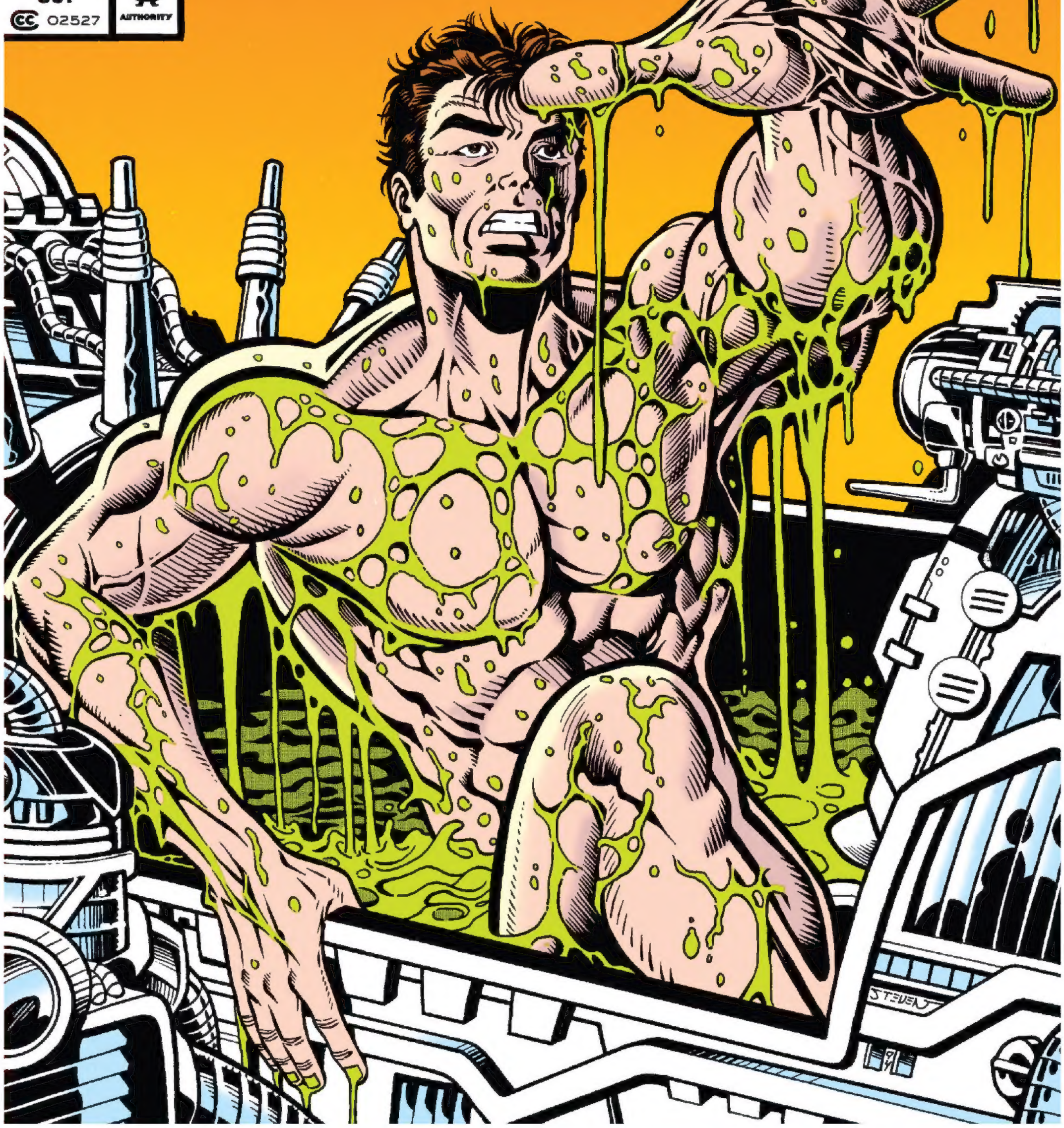
BIRTH OF A SPIDER-MAN®

PART 1

FANTASTIC FLIP BOOK

WEB OF SPIDER-MAN®



DARKNESS.
LIGHT.

OBLIVION.

LIFE.

CELLS SPIN LIKE UNIVERSES. EXPLODE LIKE SUNS. CHAOS BECOMES ORDER. FORMLESSNESS...

...BECOMES FORM.

THE URGE TO KNOW RISES FROM SILENCE, BECOMES A SHOUT OF BEING THAT ECHOES INTO CONSCIOUSNESS.

THERE ARE NO WORDS, THERE IS NO LANGUAGE; BUT IF THIS EVOLVING CREATURE COULD SPEAK, IT WOULD ASK ONE SIMPLE QUESTION:

"WHO AM I?"

ITS ANSWER LIES IN DREAMS.

DREAMS OF A LIFE STILL TO UNFOLD; AND YET-- PARADOXICALLY--A LIFE ALREADY LIVED.

FACES. PLACES. EMOTIONS. EVENTS. A COLLAGE OF SOUNDS AND IMAGES, DRIFTING EVERYWHERE.

IF IT COULD ONLY REACH OUT THAT TINY HAND, IT COULD HOLD THEM, ABSORB THEM, UNDERSTAND THEM.

BUT EACH TIME THE WAVE OF UNDERSTANDING RECEDES INTO DARKNESS. EACH TIME... HE IS ALONE AGAIN.

HE?

YES.

A SENSE OF MALENESS, OF SEXUAL IDENTITY, FORMS-- AND, WITH IT, A SURGE OF POWER THAT ELATES HIM.

HOW FAST HE GROWS-- WEAVING THE WEB OF SELF!

THERE IS NO TIME HERE IN THIS DARK WORLD HE INHABITS, YET HE SEEMS SOMEHOW TO BE MOVING FORWARD WITH UNBELIEVABLE SPEED...

...AS IF RUSHING, HEADLONG, TOWARD AN EXTRAORDINARY DESTINY.

TOWARD AN ANSWER TO THE FIRST QUESTION.

THE ONLY QUESTION:

the double • part one :
BORN AGAIN!

"WHO AM I?"

THE LIGHT, HOWEVER DIM, PAINS HIS EYES. THE AIR, HOWEVER WELCOME, BURNS HIS LUNGS.

HE STANDS ON UNSTEADY LEGS, TRIES TO FOCUS UNSTEADY THOUGHTS, AND FINDS HIMSELF NEARLY TOPPLING BACK INTO THE CHEMICAL-TANK.

EASY DOES IT, MY NEW-BORN FRIEND. DON'T RUSH. TAKE YOUR TIME.

YOU'VE GOT YOUR WHOLE LIFE AHEAD OF YOU.

J.M. DEMATTEIS WRITER * LIAM SHARP PENCILER * ROBIN RIGGS INKER * BILL OAKLEY LETTERER * JOHN KALISZ COLORIST * DANNY FINGEROTH EDITOR * TOM DEFALCO CHIEF

THE FACE AND FORM BELONG TO PETER PARKER. BUT THE CLONE'S CONSCIOUSNESS, THOUGH COMPLETE...

COME TO ME, MY FRIEND-- DON'T BE AFRAID. I WON'T HURT YOU.

HERE-- I'VE BROUGHT YOU SOMETHING TO WEAR--

...IS IN AN UNFOCUSED, CHAOTIC STATE.

HIS MEMORIES ARE DORMANT... ROCKETING THROUGH HIS MIND IN VAGUE, DISTURBING BURSTS.

PETER-- WHAT IS IT? WHAT'S WRONG?

HE KNOWS THE SOUNDS THIS MAN UTTERS SHOULD MAKE SENSE TO HIM... BUT THEY DON'T. THEY JUST CONFUSE HIM.

AS DOES THIS HORRIBLE SENSATION -- THIS ELECTRICAL BUZZING THAT TEARS THROUGH HIS ENTIRE BEING.

PETER-- COME HERE! NOW!

I CREATED YOU--

--AND YOU WILL DO AS I SAY!

THE CLONE MOVES WITHOUT THINKING...

...ALL IMPULSE AND INSTINCT...

ARRR--

...GRABBING PROFESSOR MILES WARREN'S WRIST WITH ASTONISHING SWIFTNESS...

...NEARLY CRUSHING IT IN HIS IRON GRIP.

LET GO OF ME, CURSE YOU!

LET GO!!

HE LOOKS DOWN AT HIS HANDS -- AMAZED... ASHAMED... THAT HE COULD BRING SUCH AGONY TO ANOTHER BEING.

AND AGAIN THE WORDS RING OUT ACROSS THE SURREAL WASTELAND OF HIS MIND:

"WHO AM I?"

YOU INSUFFERABLE ANIMAL!

AS ARROGANT --AS BLIND TO THE VALUE OF HUMAN LIFE--

HMMMMM

--AS THE WRETCH I CLONED YOU FROM!

WAVES OF SOUND RIP THROUGH HIM, FRAGMENTING A MIND ALREADY IN FRAGMENTS.

HHMMMMMMMMM

AND WHEN THE DARKNESS HEAVES UP, SWALLOWS HIM...

...HE REACHES OUT..

...EMBRACES IT...

...WANTING NOTHING MORE THAN TO RETURN TO THE BLACK OBLIVION THAT SPAWNED HIM.

I HATE YOU, PARKER!

KRAK

FOR WHAT YOU DID TO HER... TO ME--

--I HATE YOU!

BLOW AFTER BLOW RAINS DOWN ON HIM ...AND, TRY THOUGH HE DOES TO UNDERSTAND...

...THE "WHY" OF THIS PAIN ELUDES HIM AS MUCH...

...AS THE "WHY" OF HIS OWN EXISTENCE.

SO HE LETS THE PAIN CONTINUE, AS HE SINKS INTO HIMSELF.

COCOONING HIMSELF IN IMAGES OF PLACES, FACES, THAT-- DESPITE THEIR UTTER STRANGENESS AND UNFAMILIARITY...

...FEED HIM PEACE AND COMFORT...

...AND LOVE.

TIME HAS AS LITTLE MEANING HERE AS IT DID IN THE TANK.

HE COULDN'T SAY HOW LONG HE'S BEEN LOCKED UP IN THIS CRAMPED ROOM...

...WITH NO FOOD, NO SLEEP; LOST IN A WHIRLPOOL OF DISJOINTED THOUGHT AND FEELING.

HIS EXISTENCE IS DREAMLIKE, MARKED NOT BY MINUTES AND HOURS, BUT BY A SENSE OF INCOMPLETENESS.

A YEARNING, IN THE DEPTHS OF HIS SOUL...

...TO FIND THE MISSING PART OF HIMSELF (HE COULDN'T SAY WHAT) THAT WILL GIVE HIS LIFE WEIGHT, REALITY, MEANING.

IF HE COULD MEASURE TIME, THE CLONE WOULD KNOW THAT IT'S BEEN WEEKS SINCE HIS "BIRTH".

SOON, MY FRIEND, MY JOB WILL BE DONE.

WEEKS DURING WHICH PROFESSOR WARREN HAS WORKED INTENSIVELY... USING A COMBINATION OF MIND-CONTROLLING DRUGS AND HYPNO-THERAPY...

...TO SLOWLY REVIVE, REBUILD AND ORDER THE CHAOS THAT IS "PETER PARKER'S" CONSCIOUSNESS.

SOON, I WILL SEND YOU OUT INTO THE WORLD--AS SPIDER-MAN--

--AND YOU WILL BE SO FIRMLY ESTABLISHED IN THAT IDENTITY--

--THAT YOU WILL NEVER EVEN RECALL THAT ANY OF THIS EVER HAPPENED.

THE WORDS STILL MEAN LITTLE TO HIM.

BUT THE HARSHNESS OF THE TONE, THE BILE IN EACH SYLLABLE...

...IS ALMOST AS PAINFUL TO HIM AS THE CHEMICALS THAT BOIL IN HIS VEINS.

WHY, HE WONDERS, DOES THIS MAN HATE HIM SO?

WHY MUST EVERY VISIT END IN AN ORGY OF PHYSICAL ABUSE? BEATINGS SO SEVERE...

...THAT HE LAYS, WHIMPERING, FOR HOURS AFTERWARDS?

HE UNDERSTANDS THAT A PART OF HIM IS STRONG ENOUGH TO RESIST THE BEATINGS, TO FIGHT OFF THE CHEMICALS...

...TO SNAP THE CHAINS OF CONTROL...

RRRAK!

...BUT HE'S BEEN TOO AFRAID--TERRIFIED--TO ACCESS THAT PART...

...TILL NOW!

HE DIDN'T WANT TO DO IT; TO LASH OUT THAT WAY.

AFTER ALL, IT MUST BE HIS FAULT...

...HE MUST HAVE DONE SOMETHING TERRIBLE TO DESERVE SUCH CRUEL TREATMENT.

BUT NO MATTER WHAT HE'S DONE, HE THINKS, WHAT GUILT HE CARRIES--HE'S HUMAN, TOO!

I'M

HU-MAN!

DOOM BDOO

I'M

HU-MAN!!

BDOOM

AND NO MAN DESERVES TO BE TREATED LIKE THIS!

WHAM

CRUNCH

NO--

--COME BACK--!

COME BACK!!

"HUMAN."

THE WORD RESONATES INSIDE HIM AS HE RUNS THROUGH THE NIGHT.

"HUMAN."

THOUGH THE VERY SOUND OF IT GIVES HIM COMFORT, HE DOESN'T FULLY UNDERSTAND IT.

AND HE INTUITIVELY KNOWS THAT HE WON'T UNDERSTAND IT...

...TILL HE FINDS THE MISSING PART... THE PIECE OF HIMSELF THAT WILL SHED LIGHT ON HIS SHADOWED SOUL.

THAT WILL FINALLY ANSWER THE INSISTENT, PAINFUL QUESTION:

"WHO AM I?"

"the double" CONTINUES--
IN
AMAZING SPIDER-MAN
 # 394 ! (ON SALE IN
ONE WEEK!)

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BIRTH OF A SPIDER-MAN®

PART 2

the AMAZING SPIDER-MAN®

FANTASTIC FLIP BOOK

CONTINUING THE ALL-NEW ORIGIN OF THE SPIDER-MAN® CLONE--

BAGS & MAHLSTEDT

--AS THE JACKAL™'S SCHEME KICKS INTO HIGH GEAR!

CONTINUING THE UNTOLD ORIGIN OF SPIDER-MAN'S CLONE!

THE DOUBLE PART TWO

NO ESCAPE

THE BUZZING!

LIKE TEN THOUSAND BEES--SWARMING THROUGH HIS MIND.

IT'S AS IF EVERY PART OF HIS BEING IS SCREAMING A WARNING. BUT WHAT IS IT WARNING HIM ABOUT? AND WHY WON'T IT STOP?

HE'S BEEN WANDERING THE CITY FOR HOURS--THOUGHTS, FEELINGS, IMAGES EXPLODING THROUGH HIS CONSCIOUSNESS.

IF THERE WAS ONLY SOME WAY HE COULD CONNECT THEM ALL... SORT THROUGH THEM... REARRANGE THEM... INTO A SANE, COHERENT ORDER.

Stan Lee presents

J.M. DeMATTEIS
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CHIEF

SO HE KEEPS RUNNING.

LEAPING FRANTICALLY FROM BUILDING TO BUILDING... SAILING HIGH ABOVE THE NEW YORK STREETS.

HOLDING TIGHT TO EVEN THE SLICKEST SURFACES WITH A GENTLE TOUCH.

HOW IS THIS POSSIBLE, HE WONDERS. HOW CAN HE DO THIS?

NO MAN CAN DO THIS!

AND WITH THAT THOUGHT HE PANICS--BLIND AND COLD--MISSING THE WALL...

...AND FALLING...

...DOWN...

...DOWN...

...DOWN!

AS HE TUMBLES TOWARD THE NOISE AND LIGHTS BELOW, A PART OF HIM IS RELIEVED.

I SHOULD DIE, HE THINKS. I'M NOT HUMAN. I'M SOME KIND OF MONSTER.

IF I WASN'T, WOULD THAT MAN... THE PROFESSOR... HAVE TREATED ME SO BADLY? BEATEN ME LIKE SOME MAD DOG? LOCKED ME AWAY LIKE SOME DISEASED LAB ANIMAL?

YET THE BUZZING IN HIS HEAD SEEMS TO MOVE, LIKE AN ELECTRIC CURRENT, THROUGH HIS ENTIRE BODY... ALMOST FORCING HIS ARM TO REACH OUT...

...TO HOLD ON!

NO, A VOICE INSIDE HIM SHOUTS; YOU'RE NOT A MONSTER... YOU'RE A MAN!

YOU'RE HUMAN...

...AND YOU DESERVE LIFE AS MUCH AS ANY OF THEM DOWN THERE!

DOWN THERE?

THE CROWD, GATHERING AND GROWING. SWARMING... LIKE THE INSECTS IN HIS HEAD.

HE SENSES THAT THOSE PEOPLE ARE AS MUCH OF A DANGER TO HIM AS THE MADMAN HE ESCAPED FROM.

THEY CAN'T SEE HIM HERE! CAN'T FIND HIM AND TAKE HIM AWAY!

SO HE TURNS AND SKITTERS ACROSS THE BUILDING... WITH AN EASE AND POWER THAT DELIGHTS HIM, EVEN THROUGH HIS FEAR.

WHATEVER I AM, HE THINKS, WITH A SURGE OF JOY...

...I AM!

SOMEWHERE OUT THERE, HE'LL FIND HIS ANSWERS... THE MISSING PIECE OF HIMSELF THAT WILL GIVE HIS LIFE FORM AND MEANING.

POOR PETER-- YOU MUST BE *SO TIRED* OF RUNNING.

HE LOOKS UP--IN THE DIRECTION OF THAT CHILLING VOICE...

...AND ALMOST SCREAMS.

NOT FROM THE SIGHT OF THE BIZARRE FIGURE, HOVERING THERE AGAINST THE NIGHT SKY... BUT FROM THE PAIN OF THE BUZZING-- THAT INFERNAL BUZZING-- WHICH RIPS THROUGH HIM.

DON'T BE AFRAID, PETER. THE MASK MAY BE A TRIFLE... STRANGE--

--BUT IT'S JUST ME. YOUR DEAR FRIEND, PROFESSOR WARREN.

YOU'VE HAD ME VERY WORRIED, YOUNG MAN. I'VE SCOURED THE ENTIRE CITY LOOKING FOR YOU. BUT EVERYTHING'S FINE NOW, PETER--

--BECAUSE I'VE COME--TO TAKE YOU HOME.

NO, HE THINKS (AND HE DOESN'T KNOW WHERE THE THOUGHT COMES FROM); NOT WARREN. HE KNOWS THAT FACE. KNOWS THE NAME!

JACKAL!

JACKAL!

JACKAL!

IT WASN'T THE PROFESSOR WHO HURT HIM. IT COULDN'T HAVE BEEN. THE PROFESSOR IS A DECENT MAN. HE SUDDENLY KNOWS THAT, BELIEVES IT, TO THE BOTTOM OF HIS SOUL.

ALL ALONG IT WAS THIS MONSTER... THE REAL MONSTER.

JACKAL!

THE CLAWS, HE REALIZES (AND AGAIN THE KNOWLEDGE SEEMS TO ERUPT, FULLY FORMED, FROM SOME UNCONSCIOUS POCKET). AVOID THE CLAWS.

THEY'RE DRUGGED. HE'LL USE THEM TO STOP YOU... TAKE YOU BACK TO THE LABORATORY AND HIT YOU. HURT YOU. ALL OVER AGAIN.

FREE AT LAST TO FIGHT BACK, TO HAVE A FOCUS FOR HIS ANGUISH, PETER PARKER'S CLONE LASHES OUT...

...OBTAIN THAT HE CAN DESTROY THIS ENEMY.

I'M NOT THE AVERAGE MAN, HE REALIZES. NOT A MONSTER, EITHER.

I'M SOMETHING ELSE. SOMETHING MORE.

ANOTHER IMAGE FLASHES, UNBIDDEN, ACROSS HIS MIND: A SPIDER, CRAWLING ALONG HIS ARM; BITING INTO HIS FLESH.

HE FEELS THE SURGE OF ENERGY COURSING THROUGH HIS BLOOD. EXPERIENCES THE DIZZINESS, THE NAUSEA, AS IF THIS WASN'T MEMORY-- BUT REALITY.

AGAIN, HE PANICS...

...AND IT'S A PANIC THE JACKAL TAKES ADVANTAGE OF!

YOU SHOULDN'T TRY TO FIGHT ME, PETER.

YOU HAVE TO TRUST ME.

I'M THE ONLY ONE WHO CAN GUIDE YOU TO TRUTH! WHO KNOWS WHO AND WHAT YOU TRULY ARE!

YOU!

DON'T

KNOW

ME!

HE'S OUT OF CONTROL NOW.

A LIFETIME OF RAGE AND PAIN GEYSERS UP FROM THE DEEPEST, DARKEST CORNERS OF HIS PSYCHE. PAIN HE CAN'T CLEARLY REMEMBER... BUT FEELS NONETHELESS.

HE KNOWS THE WORLD HAS TREATED HIM WITH HARSHNESS; HOUNDED AND HUNTED HIM. HE KNOWS HE'S TRIED HIS BEST TO BE A GOOD MAN... A HERO...

...BUT IT HASN'T HELPED.

NAMES ECHO THROUGH HIS CONSCIOUSNESS: RICHARD, MARY, BEN, GWEN. HE CAN'T SAY WHO THEY ARE; JUST THAT HE LOVED THEM, LOST THEM.

THE VERY THOUGHT OF THEM MAKES HIM ASHAMED OF WHAT HE'S DOING. OF THIS VIOLENCE THAT HE KNOWS WOULD APPALL THEM.

TIME AFTER TIME, THE PEOPLE DOWN THERE HAVE TORN THE HEART OUT OF HIS CHEST, THE LOVE OUT OF HIS LIFE.

SO HE BATTERS THE HELPLESS JACKAL--AS IF, BY PHYSICALLY RELEASING HIS PAIN, HE'LL BE FREE OF IT, ONCE AND FOR ALL.

HE WANTS TO STOP... WANTS TO PLEASE THEM, MAKE THEM PROUD... BUT HE CAN'T. NOT AFTER ALL THAT'S HAPPENED. IF ONLY THEY-- WHOEVER THEY ARE--COULD BE HERE FOR HIM. COULD HELP HIM FIND HIS WAY BACK THROUGH THIS MADNESS AND SORROW.

MIGHT AS WELL ASK THE SUN TO COME OUT AT NIGHT, THE INNER VOICE WHISPERS. MIGHT AS WELL ASK THE DEAD...

NO.

...TO WALK.

I KNOW YOU'RE NOT A KILLER.

YOU'RE AS KIND A MAN AS EVER LIVED.

HIS EYES MEET HERS-- AND THE BUZZING RECEDES, THE ANGER FADES.

HIS HEART OPENS. A CALM CERTAINTY SETTLES OVER HIS SOUL.

IF ASKED, HE COULDN'T TELL YOU HER NAME--NOR COULD SHE TELL YOU HIS.

BUT EACH KNOWS THAT THEY **LOVE** THE OTHER, **CHERISH** THE OTHER...

...MORE THAN LIFE ITSELF.

GW--

GWEN?!

PETER...?!

OH... PETER--!

HOW SWEET! SO LOST IN LOVE--

--THAT YOU IGNORED YOUR DANGER-SENSE!

WHICH IS, OF COURSE, JUST HOW I PLANNED IT!

THANK YOU, GWENDOLYNE-- I KNEW THAT, IF I BROUGHT YOU ALONG, THE VERY SIGHT OF YOU WOULD STOP HIM COLD!

WHAT... WHAT HAVE YOU DONE TO HIM?

WHY DID YOU HURT HIM?

NOTHING TO CONCERN YOURSELF ABOUT, MY DEAR. I'LL TAKE GOOD CARE OF HIM... OF BOTH OF YOU. YOU ARE, AFTER ALL, MY CREATIONS.

YOU TRUST ME, DON'T YOU?

Y-YES. YES, I DO.

OF COURSE YOU DO.

BECAUSE YOU'RE AS FIRMLY UNDER THE JACKAL'S HYPNOTIC CONTROL--

--AS HE'LL SOON BE.

NOW LET ME GET THIS HARNESS IN PLACE, AND--

FREEZE!

IT IS A TRIFLE CHILLY OUT TONIGHT--

--BUT I DON'T THINK I'M IN ANY DANGER OF FREEZING!

I MEAN IT, JACKAL--ONE MOVE AND WE'LL--

YOU'LL WHAT?

JUMP OFF THE ROOF AND FLY AWAY *AFTER* ME?

I DON'T THINK SO.

AN EXCITING NIGHT, EH, MY DEAR?

BUT NOT *HALF* SO EXCITING AS THE NIGHTS TO *COME*!

SOON, MY WORK WILL BE DONE--

--MY PLAN WILL BE *HATCHED*--

--AND THE THREE OF US *TOGETHER*... WILL DESTROY THE *TRUE* PETER PARKER--

--ONCE AND FOR ALL!

TO BE CONTINUED--IN THE PAGES OF SPIDER-MAN #51!

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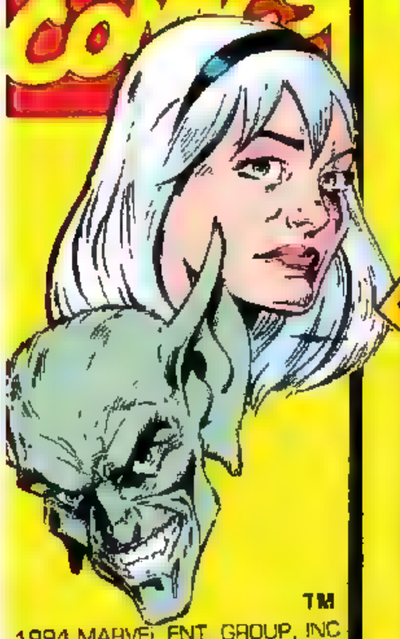

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BIRTH OF A SPIDER-MAN

PART 3

SPIDER-MAN®

FANTASTIC FLIP BOOK

CONFRONTATION!

PLUS: POWER AND RESPONSIBILITY PART 3

CONTINUING THE UNTOLD ORIGIN OF SPIDER-MAN'S CLONE!

THE DOUBLE PART 3:

WHO AM I?

J.M. DeMATTEIS
WRITER
LIAM SHARP
PENCILER
ROBIN RIGGS
INKER
STEVE DUTRO
LETTERER
JOHN KALISZ
COLORIST
DANNY FINGEROTH
EDITOR
TOM DEFALCO
EDITOR IN CHIEF

PLEASE, PROFESSOR WARREN-- YOU PROMISED THAT YOU'D HELP ME TO REMEMBER... TO KNOW MYSELF!

AND THAT'S EXACTLY WHAT I'VE BEEN DOING. FOR WEEKS NOW I'VE WORKED--SLOWLY AND STEADILY-- USING DRUGS AND HYPNOSIS TO CONDITION YOUR CONFUSED MIND--

--TO RAISE YOU UP FROM A STATE OF ANIMAL INSTINCT --AND MAKE YOU A MAN.

BUT I DON'T KNOW WHO I AM!

OF COURSE YOU DO.

IT'S JUST THAT YOUR MIND HAS BEEN SO UNBALANCED... YOUR SENSE OF SELF SO UNFOCUSED... THAT YOU COULDN'T GRASP THE TRUTH--

--TILL NOW.

LISTEN TO ME... PETER. LET MY VOICE GUIDE YOU.

LET YOUR BODY GO LIMP AND LOOSE. LET YOUR MIND--

--OPEN WIDE.

LAYER UPON LAYER OF THOUGHT AND MEMORY, FEELING AND INSTINCT, PEELING BACK.

NO! IT'S-- IT'S TOO OVER-WHELMING!

MAKE IT STOP! PLEASE--

MAKE IT STOP.

NOW ISN'T THE TIME TO CLOSE YOUR EYES. NOW IS THE TIME TO OPEN THEM WIDE. I'VE DRAGGED YOU, KICKING AND SCREAMING, TO THE BRINK OF SELF-KNOWLEDGE--

--BUT WE MUST MAKE THE FINAL LEAP-- TOGETHER.

I'M SO SORRY, PETER. I WISH THERE WAS SOME WAY I COULD WAVE A MAGIC WAND AND MAKE IT ALL BETTER--

--BUT I CAN'T.

SO LOOK, PETER. LISTEN. FEEL. AND KNOW.

THE PLANE... THE PLANE CRASHED. THEY'RE GONE, PETER. YOUR MOTHER AND FATHER ARE GONE--

--AND, HEAVEN HELP US ALL--

--THEY'RE NEVER COMING BACK.

I WON'T LOOK! I WON'T LISTEN! I WON'T!

YOU HAVE TO LOOK! IF YOU WANT TO KNOW YOURSELF--

--YOU HAVE TO LOOK!

FOR IT'S IN THIS MOMENT OF PAIN--

--THAT YOU WERE TRULY BORN.

OH GOD OHGODIF THEY'RENOT COMING BACK ITMUSTBEMY FAULTTHEY DON'TLOVEME ANDIT'SMY FAULT!

THEY'RE DEAD--

AND IT'S MY FAULT!

STOP WHINING, YOU LITTLE BRAT-- AND ACCEPT IT--

--REMEMBER IT--

--EVERY AWFUL DETAIL!

THIS IS WHAT MADE YOU WHO YOU ARE! THIS IS WHAT DEFINED YOUR CHARACTER!

THE ONLY WAY YOUR TENDER PSYCHE COULD SURVIVE THE TRAUMA OF YOUR PARENTS' DEATHS--

--THE ONLY WAY YOU COULD FEEL SOME SENSE OF CONTROL IN SUCH A TOTALLY UNCONTROLLABLE SITUATION--

--WAS TO TAKE ON THE RESPONSIBILITY YOURSELF! CONVINCE YOURSELF THAT YOU WERE SOMEHOW TO BLAME!

SO IMAGINE THE SHEER HORROR WHEN--

--SOME YEARS LATER--

--YOU DISCOVERED THAT YOU TRULY WERE!

H-HE'S DEAD, PETER.

YOUR UNCLE BEN IS DEAD.

YOU...YOU HAD THE POWER TO SAVE HIM... AND YOU DIDN'T.

WHY, PETER? HE LOVED YOU SO MUCH!

WHY DID YOU LET HIM DIE?

ANSWER THE QUESTION, PETER!

I DIDN'T KNOW... HOW COULD I HAVE *POSSIBLY* KNOWN THAT THE MAN I LET GO... WOULD BREAK INTO OUR HOUSE... KILL MY UNCLE--

HOW COULD I HAVE KNOWN?!

I TOLD YOU TO STOP WHINING--AND *ACCEPT! REMEMBER!*

YOU'RE RESPONSIBLE FOR YOUR UNCLE'S DEATH--AS SURELY AS YOU'RE RESPONSIBLE FOR--

--HERS!

GWEN! OH GOD, GWEN-- I'M SORRY... I DID EVERYTHING I *COULD* TO SAVE YOU! I--

YOU TRIED. WITH ALL YOUR HEART AND SOUL.

THAT'S WHAT YOU *ALWAYS* DO.

YOU DON'T HAVE TO EXPLAIN YOURSELF TO *ME*, PETER. I KNOW.

YOU MAY MAKE MISTAKES... YOU'RE *HUMAN*, AFTER ALL... BUT YOU NEVER STOP STRIVING TO DO WHAT'S DECENT--

--WHAT'S *RIGHT*.

WE ALL KNOW THAT, PETER.

AND WE DON'T BLAME YOU. WE COULD *NEVER* BLAME YOU.

WE *LOVE* YOU.

NO, UNCLE BEN! *NO*--I'M NOT WORTHY OF YOUR LOVE!

NO MATTER HOW HARD I STRUGGLE... THINGS GO WRONG! PEOPLE GET HURT... PEOPLE DIE!

IT'S *NOT* HOW MANY TIMES YOU'VE *FAILED* THAT MATTERS, PETER. IT'S HOW MANY TIMES YOU'VE *TRIED*.

YOU'VE DONE AS MUCH AS ANY PERSON CAN DO.

AND FAR MORE THAN MOST WOULD EVER DARE.

YOU'RE A GOOD MAN, PETER PARKER.

AND YOU'VE MADE ME VERY PROUD.

YOU CAN'T POSSIBLY BELIEVE THAT TRIPE, CAN YOU?

YOU'RE NO NOBLE SAVIOR-- YOU'RE MURDERING SCUM!

AS VILE... AS WORTHLESS... A WRETCH AS EVER LIVED!

I'M NOT EVIL... NOT WORTHLESS--

--AND THE TRUTH OF THE MATTER IS-- I'M NO PERFECT, ROCK-JAWED HERO, EITHER!

NO MORE, JACKAL!

I WON'T LET YOU! YOU CAN'T CONFUSE ME WITH YOUR LIES!

I'M JUST AN IMPERFECT MAN WHO TRIES HIS BEST... WHO DOES WHAT HE CAN... TO MAKE A DIFFERENCE IN THIS WORLD!

I'M PETER PARKER--

--AND I HAVE HAD ENOUGH OF YOU!

EXCELLENT.

MY JOURNEY THROUGH HIS MIND BROUGHT FORTH THE DESIRED RESULTS.

BY PUSHING HIM... ANTAGONIZING HIM... I FORCED THE CLONE TO FIGHT BACK-- EMBRACE AND INTEGRATE HIS FEELINGS AND MEMORIES.

HIS SENSE OF IDENTITY IS FULLY FORMED. FROM THIS MOMENT FORTH --HE TRULY IS PETER PARKER.

BUT OF COURSE, THIS PARKER BELONGS TO ME.

HOW MANY TICKING TIME BOMBS HAVE I IMPLANTED IN YOUR CONSCIOUSNESS, MY UNSUSPECTING FRIEND?

YOU'LL KNOW... YOU'LL BOTH KNOW... EVENTUALLY. BUT, FOR NOW, IT IS TIME TO A--

--WAKE!

WHO ARE YOU?

WHAT AM I DOING HERE?

P-PLEASE DON'T HURT ME, SPIDER-MAN.

I'M MILES WARREN--A PROFESSOR AT EMPIRE STATE UNIVERSITY!

PROFESSOR WARREN--?!

PROFESSOR...I'M SORRY! WHEN I CAME TO--I WAS SO DISORIENTED THAT--

NO HARM DONE, SON. NO HARM AT ALL.

BUT--WHAT'S GOING ON, PROFESSOR--WHERE ARE WE?

NO NEED TO WORRY YOURSELF IN A SHORT WHILE, YOU WON'T EVEN RECALL THAT THIS ENCOUNTER EVER HAPPENED--

WHAT DO YOU--?

YOU'RE VERY TIRED, AREN'T YOU, SPIDER-MAN?

TIRED? YES--I CAN HARDLY STAND--

THEN FALL.

SLEEP.

AND WHILE YOU DO--THERE ARE A FEW FINISHING TOUCHES I NEED TO TAKE CARE OF.

DETAILS OF RECENT EVENTS TO BE FILLED IN...SOME FINAL REFINEMENTS OF YOUR--

--PROGRAMMING...

WOW.

WOW.

I FEEL LIKE I'VE BEEN STUNG BY A HORNET.

I FEEL LIKE I'VE BEEN STUNG BY A HORNET.

HUH?

HUH?

WHO THE HECK ARE YOU?

THE DOUBLE

CONCLUDES IN THE PAGES OF SPECTACULAR SPIDER-MAN #217!!

MARVEL® Comics

BIRTH OF A SPIDER-MAN®

FINALE

FANTASTIC FLIP BOOK

the SPECTACULAR SPIDER-MAN™

DEATH OF A HERO...?

PLUS: POWER & RESPONSIBILITY: THE CONCLUSION!

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APPROVED BY THE COMICS CODE AUTHORITY

Joe Buscema

STAN LEE PRESENTS

THE DOUBLE, *Part Four*

THE BURIAL

CONCLUDING THE UNTOLD ORIGIN OF SPIDER-MAN'S CLONE!

I'd arrived at Shea Stadium at midnight, looking for a little tin god named Miles Warren--*The Jackal*--but what I found...

...was *myself!*

I DON'T KNOW WHAT THE *GAG* IS--BUT I'M NOT *LAUGHING!*

NEITHER AM *I*, HANDSOME.

EITHER YOU TELL ME WHERE THE JACKAL IS HIDING AND WHAT HE'S DONE WITH GWEN AND NED LEEDS, OR I'LL--

J. M. DeMATTEIS
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WITH GRATEFUL ACKNOWLEDGEMENT OF GERRY CONWAY & ROSS ANDRU'S WORK IN AMAZING SPIDER-MAN #149.

YOU'LL DO *NOTHING*, MY WEB-SPINNING FRIEND! IN CASE YOU HADN'T GUESSED, SPIDER-MAN--GWEN WASN'T THE *ONLY* CLONE I MADE! I ALSO MADE A CLONE--

--OF *PETER PARKER!*

There he was! In the stands right above me...!

Gwen was *up* there with him. *No*--a genetic *replica* of Gwen. And if what the Jackal was saying was true...he'd somehow done the same to *me*.

Another Peter Parker? Another man with my thoughts, my feelings, my *memories?*

I'd spent years struggling to know myself. To find the balance between Peter and Spider-Man. To create a life, define an *identity*. And, more often than not, I'd *botched* it.

Now Professor Warren was telling me he'd stamped out a *duplicate* of me? A living, breathing mirror image?

BOTH YOU AND YOUR CLONE BELIEVE YOURSELVES TO BE--*REAL*. BUT ONLY ONE OF YOU *IS*--

--AND ONLY *HE* WILL BE ABLE TO FREE *NED LEEDS* BEFORE MR. LEEDS--EXPLODES!

I don't know what was more horrifying: the thought that there was a *double* of me walking around...

...or the possibility that he could do a better job of *being* me than *I* had!

Maybe that's why we started that ridiculous fight...arguing over which one of us was going to rescue Ned...

...wasting precious time while that *bomb* ticked off the final seconds of my friend's life.

TIK

We were *both* scared out of our wits...

...both *angry* at having our most precious possession--our *selves*--robbed from us. And so we lashed out like children.

But, thank God, we didn't lash out very long.

TIK

"We've got to *stop* this! What we're doing is *absurd!*

One of us--and the joke of it is I don't remember which one--said something that made a lot of sense:

"I've been *fighting myself* ever since the day I first *became* Spider-Man--

"--and I realize now that if I don't declare *peace*--

TIK

"--this self-war will never *end!*"

And while we're pounding some *sense* into ourselves...

...Gwen Stacy's clone was doing the same to Miles Warren!

In his way, he was torn more in half than I was:

TIK

divided between the kindly college Professor and the murderous Jackal. Neither personality fully acknowledging the other.

When Gwen--when the creature that *believed* itself to be Gwen--tore away the mask...

...she forced Warren and the Jackal to stare into each other's eyes.

TIK

The result should have been an even deeper madness; but instead...

...a brief--brilliant--*sanity* prevailed.

TIK

What happened next said as much about *humanity* as it did about *Miles Warren:*

He rose above his pain... took the risk, made the leap...

...and saved Ned Leeds' life...

...at the cost...

HEY! THE JACKAL RELEASED NED!

NO--NOT THE JACKAL! PROFESSOR WARREN!

BUT-- THE BOMB! IT'S STILL SET TO--

-:-OF his own!

WHROOM!

And mine?

I remember the explosion... wreckage flying everywhere...and then I blacked out.

When I came to, I was in *Brooklyn* of all places. Lying in the rain just outside an *incinerating plant*--without a clue to what day it was or how long I'd been unconscious...

...let alone how I *got* there.

I looked up at that tower as it belched black smoke into a night that seemed too cold and too dark...

...and it *chilled* me. Again, I couldn't say why...

...I just knew I had to get *out* of there.

Yet, as I webbed away, I still couldn't shake that chill. And a deep feeling that something was *wrong.*

A *fundamental* wrongness --as if someone had taken the spine of my soul and *twisted* it, as if the universe itself was somehow out of sync.

It's embarrassing to admit, but I was as scared as I'd ever been in my life.

My first instinct was to head for *Aunt May's* ...beg her to hold me in her arms the way she did when I was little.

Tell me she loved me. That everything was going to be all right.

But I wasn't a little boy, I was a *man.* And not just *any* man: *Spider-Man.*

I'd learned years before that with great power must come great responsibility...and my *greatest* responsibility at that moment was finding the Jackal.

(It wasn't until later-- when I read the newspaper accounts --that I learned that Warren had died.)

My main concern then was that he'd somehow crawled away from that explosion (Heaven knows I'd seen it happen *before*) ...that his insanity had reasserted itself.

Until I found him...until I made sure Ned was safe and that Gwen's clone was free of the Jackal's influence...

...I couldn't concern myself with anything else.

I decided to stop at my apartment...take a quick shower, grab a bite ...and then start the search.

But my search *ended...*

...right then and there.

At first I thought that, in the time I'd been unconscious, the clone had slipped into my shoes, taken over my life.

Maybe this, I wondered, was the Jackal's plan *all along.*

Looking in at Mary Jane's face--seeing the *love*, the passion reflected there--I wanted to scream: "No, Mary Jane! Get away from him! He's a Fraud! He's a *lie!*"

I was ready to smash the window in... risk exposing my double identity... to keep that monster away from her--from everyone I hold dear.

But then...

...a *depth-charge*...

...went off...

...inside my *mind!*

A *psychic explosion* that started at the roots of my being...

...and radiated up and out, ripping through every cell in my body!

It's no wonder I lost my grip and fell from the side of the building. It was only *reflex* that spared me from a panicked fall that might have killed me.

Maybe I would have been better off if it *had.*

Because that "explosion" opened up a *door* in my mind--and I knew... with all my heart and soul, I knew!... that everything I believed about myself...

...was a lie.

I wanted to deny it, repress it... dig a grave ten miles deep and bury it down there.

But I couldn't. All I could do was scream the truth into the heart of the storm:

I'M THE CLONE!!

KRA-KOOOM

I threw a tantrum.

I kicked. I screamed. I wept. I howled.

I *prayed.*

An un-man... haunted by recollections of an un-*life*... I prayed there in the rain: for help. For even a shred of hope.

Because I knew what I had to do: Collect my memories, pack my bag of programmed lies...

...and *leave.*

Leave Aunt May and Mary Jane. The Bugle and ESU. My friends. My enemies.

My *self.*

Peter Parker was alive--but *I* was dead and buried. And somehow, in the long years of wandering ahead, I was going to have to *resurrect* myself.

But first--I needed time to grieve.

And *mourn.*

The End

THE PARKER LEGACY

The Spider-Man clone was created by schizophrenic scientist Dr. Miles Warren, a.k.a. the Jackal, as part of a revenge plot against Peter Parker. Warren was obsessed with his student, the late Gwen Stacy, and blamed Parker, whom he knew to be Spider-Man, for her death some time earlier at the hands of the Green Goblin. Cloning both Peter and Gwen, the Jackal set his Spider-Man clone against the original in a battle which ended in a massive explosion that seemingly took the lives of both the Jackal and the clone. Believing his clone dead, Spider-Man dumped the body down the smokestack of an incinerator plant, hoping it would be destroyed.

However, much later, the clone returned, revealing that he had not died in the explosion or the incinerator. This revelation soon turned Parker's world upside down...

The following two stories — The Parker Legacy and The Lost Years — the latter narrated by the clone at a time when he believed himself to be the original Peter Parker, revealing what he had been doing during the years between battling Spider-Man and returning to New York. Wandering the United States and drowning in self-pity, he was a man stripped of his life and very identity, coming to terms with his situation, reinventing himself from the ground up. Taking on a new name, the clone drifted from small town to small town looking for purpose — unknowingly tailed by the man named Kaine...

FIVE YEARS AGO...

HE KNEELS IN THE RAIN, MOURNING: NUMB WITH DISBELIEF, BODY HEAVY WITH GRIEF.

HE KNEELS IN THE RAIN, MOURNING...

...HIMSELF.

STAN LEE PRESENTS: THE PARKER LEGACY PART ONE:

A SHOCK TO THE SYSTEM

J.M. DeMATTEIS WRITER

JOHN ROMITA JR. PENCILS

JOHN ROMITA SR. INKS

KEN LOPEZ LETTERER

PAUL BECTON COLORIST

DANNY FINGEROTH EDITOR

BOB BUDIANSKY CHIEF

MINUTES AGO THE UNIVERSE WAS STABLE, RATIONAL, SANE.

MINUTES AGO HE WAS A COLLEGE STUDENT NAMED PETER PARKER...A COSTUMED HERO CALLED SPIDER-MAN.

MINUTES AGO-- HE WAS HUMAN.

NOW HE KNOWS BETTER.

HE MAY HAVE SPIDER-MAN'S COSTUME AND EXTRAORDINARY POWERS. HE MAY HAVE PETER PARKER'S THOUGHTS, FEELINGS, MEMORIES...

...BUT THEY DON'T BELONG TO HIM.

THEY WERE IMPLANTED... BY THE JACKAL: A LUNATIC WHO HATCHED HIM FROM STOLEN CELLS, BIRTHED HIM IN CHEMICAL BATHS.

CLONE, HE THINKS. I'M NOT THE REAL ONE.

I'M THE CLONE!

HE TRIES TO CONVINCE HIMSELF THAT IT'S ALL A LIE, THAT HE'S THE TRUE PETER PARKER... AND NOT A GENETIC COPY.

TRIES--AND FAILS. BECAUSE HE KNOWS... TO THE BOTTOM OF HIS SOUL... WHO AND WHAT HE IS.

THE QUESTION IS: WHAT DOES HE DO ABOUT IT?

RIGHT NOW, HE CAN'T DO ANYTHING BUT STAGGER THROUGH THE NEW YORK STREETS, WHITE NOISE DRONING THROUGH HIS HEAD:

IN SHOCK.

HE HEARS THE BLAST OF THE HORN, THE DRIVER'S SHOUTED WARNING-- AND BLOTS IT OUT.

HE FEELS HIS SPIDER-SENSE-- CUTTING THROUGH HIM LIKE A BUZZ-SAW...

...AND CHOOSES TO IGNORE IT.

WHAT DIFFERENCE, HE REALIZES, WOULD IT MAKE IF I DIED...

...SINCE I'VE NEVER TRULY LIVED?

KRONK

SKREEEEE

RA

SSSH

WHY?!

WHY DIDN'T YOU KILL ME?!

WHY DIDN'T YOU KILL--

HE STOPS...

...KNOWING THAT THIS MAN ISN'T TO BLAME FOR WHAT'S JUST HAPPENED.

PARKER IS.

PARKER'S THE ONE WHO BELIEVES IN THE SANCTITY OF LIFE; THE COWARDICE--THE SINFULNESS--OF SUICIDE.

BUT WHAT'S A DEEPLY HELD BELIEF TO PETER PARKER... IS JUST PROGRAMMING TO HIM.

...THAT HE COULD TEAR PARKER OUT OF HIS CHEST... RIP OUT PARKER'S PASSIONS AND FEARS, HIS SORROWS AND JOYS...

AND HE HATES HIMSELF FOR FOLLOWING IT. AND HE WISHES, WITH ALL HIS HEART...

...AND BE FREE.

BUT FREE--TO DO WHAT? A NON-MAN, LIVING A NON-LIFE... WITH NO IDENTITY, NO DIRECTION?

WHAT CAN THE FUTURE POSSIBLY HOLD FOR HIM?

HE'LL TACKLE THOSE QUESTIONS TOMORROW. TONIGHT...

...HE RESTS.

HIS SLEEP IS AS DEEP AND DREAMLESS AS DEATH.

WHEN HE FEELS THE FIRST TUG OF AWARENESS, HE FULLY EXPECTS TO FIND THAT LAST NIGHT WAS A CRUEL AND RIDICULOUS DREAM.

ONE LOOK AT HIS SURROUNDINGS CONVINCES HIM THAT IT WASN'T.

HE WANTS TO WEEP BITTER TEARS. TO UNLEASH THE SCREAM OF RAGE AND TERROR RISING UP INSIDE HIM.

BUT HE DOESN'T.

IF PARKER WON'T LET ME DIE, HE DECIDES, THEN, SOMEHOW, I'M GOING TO HAVE TO FIND...

... THE COURAGE TO LIVE.

HE FEELS LIKE AN IDIOT.

SNEAKING INTO HIS OWN APARTMENT, WONDERING WHAT HE'D SAY OR DO IF PARKER SHOULD WALK THROUGH THE DOOR AND FIND HIM HERE.

MAYBE HE SHOULD JUST WAIT FOR HIS DOUBLE TO COME BACK. MAYBE HE SHOULD STRANGLE THE LIFE OUT OF HIM...

...AND WREST BACK THE ONLY EXISTENCE HE KNOWS.

BUT AS SATISFYING AS THE FANTASY IS, HE'S NO MURDERER. THAT PART OF HIS PROGRAMMING, AT LEAST, HE'S GRATEFUL FOR.

BESIDES--WHAT'S THE POINT OF TAKING BACK A LIFE THAT HAS NO MORE REALITY... THAN A DREAM?

NO, HE'LL JUST TAKE THE FEW THINGS THAT HE NEEDS... AND BE ON HIS WAY.

THE CLOTHES HAVE BEEN SITTING IN THE BACK OF THE CLOSET FOR MONTHS. HE-- PETER--HAS BEEN MEANING TO GIVE THEM ALL TO A HOMELESS SHELTER; SOMEHOW HE NEVER GOT AROUND TO IT.

WELL, HERE'S ONE HOMELESS MAN WHO CAN CERTAINLY USE THEM.

THE MONEY IS ANOTHER QUESTION.

HE KNOWS WHAT PAGE IN WHAT BOOK TO LOOK IN...

...REMEMBERS THE DAY HE-- PETER--TUCKED THE CASH IN THERE FOR AN EMERGENCY.

SO WHY DOES HE FEEL LIKE A COMMON THIEF? WHY DOES HE FEEL SO ASHAMED?

FORGET MORALITY, HE FINALLY DECIDES. THAT'S PARKER'S GAME...

...NOT MINE.

HE TUCKS THE MASK AND GLOVES IN HIS BAG AS HE WALKS OUT THE DOOR--AND FOR THE FIRST TIME IN TOO MANY HOURS...

...HE SMILES.

MAYBE IT'S FOOLISH TO HANG ON TO MEMENTOS OF A PAST THAT ISN'T HIS, A LIFE HE NEVER LIVED--BUT THE ROAD AHEAD IS LONG AND FILLED WITH UNCERTAINTY...

...AND HE CAN USE ALL THE COMFORT HE CAN GET.

"THE PARKER LEGACY" CONTINUES IN ONE WEEK--IN SPIDER-MAN #57!

FIVE YEARS AGO

SHE'D EXPECTED THE ACHING LIMBS AND FAILING ORGANS, THE FACE SO WRINKLED SHE SOMETIMES DOESN'T RECOGNIZE HERSELF IN THE MIRROR, BUT NO ONE WARNED MAY PARKER THAT OLD AGE WOULD BE SO LONELY.

THIS HOUSE CAN SEEM SO HUGE, SOMETIMES, *SHE THINKS*. THE AFTERNOONS STRETCHING INTO FOREVER.

BUT IT'S **NOT** FOREVER, *SHE REMINDS HERSELF*. *PETER'S* COMING FOR DINNER TONIGHT ...AND HE'S BRINGING *MARY JANE* WITH HIM.

JUST THE THOUGHT OF HER NEPHEW... OF HIS ENERGY AND HUMOR... MAKES MAY SMILE. IT'S NEVER **REALLY** LONELY, *IS* IT, *SHE DECIDES*, AS LONG AS YOU HAVE...

WHAT IN--?

...FAMILY.

SHE STANDS AT THE DOOR, LISTENING-- SHE CAN'T SAY FOR WHAT.

SHE **SWORE** SHE HEARD SOMETHING. SOMEONE? OR MAYBE SHE **DIDN'T** HEAR IT, MAYBE SHE... **FELT** IT:

A FAMILIAR PRESENCE. A--

I'VE GOT TO GET OUT MORE, *MAY THINKS*, CLOSING THE DOOR AND SHUFFLING BACK *INSIDE*, OR I'M GOING TO TURN ABSOLUTELY **SENILE**.

IT TOOK ALL HIS SELF-CONTROL NOT TO RUN UP TO HER AND TELL HER EVERYTHING. THAT'S THE WAY IT **USED** TO BE, WHEN HE WAS LITTLE:

TEARS STREAMING DOWN HIS FACE, BOTTOM LIP QUIVERING, HE'D SIT ON HER LAP SOBBING ABOUT THE TOY TRUCK THAT HAD BROKEN OR THE BOY UP THE BLOCK WHO'D MADE FUN OF HIM BECAUSE HE DIDN'T HAVE PARENTS...

...AND AUNT MAY WOULD **ALWAYS** FIND SOME WAY TO MAKE IT BETTER.

BUT NOT THIS TIME.

STAN LEE PRESENTS:

The Parker Legacy, PART TWO
Whose LIFE is it, Anyway?

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JOE ROSEN, *LETTERER* * PAUL BECTON, *COLORIST* * DANNY FINGEROTH, *EDITOR*
BOB BUDIANSKY, *CHIEF*

HE'S FURIOUS AT HIMSELF FOR HAVING GONE THERE.

WHEN HE LEFT THE APARTMENT, HE FULLY INTENDED TO CATCH THE FIRST BUS OUT OF TOWN AND LEAVE PETER PARKER'S LIFE BEHIND HIM.

BUT HE COULDN'T HELP HIMSELF. ALMOST WITHOUT THINKING, HE'D FOUND HIMSELF AT MAY'S... FOR ONE LAST GLIMPSE.

ONE FINAL GOODBYE.

BUT GOODBYE TO **WHAT?** A LIFE THAT ISN'T HIS? FALSE PROGRAMMING? FRAUDULENT MEMORIES?

WHERE YA HEADED?

FAR AWAY AS POSSIBLE.

CARE T'BE MORE *SPECIFIC?*

I DUNNO. UH... CALI-FORNIA. *SAN FRANCISCO.*

IMPLANTED LIES?

HE STILL CAN'T BELIEVE IT... EVEN THOUGH HE KNOWS THAT IT'S TRUE: HE'S **NOT** PETER PARKER, HE'S A **CLONE.** A GENETIC DUPLICATE CREATED BY **THE JACKAL.**

BUT DUPLICATE OR NOT, HOW CAN HE CHANGE WHO AND WHAT HE IS?

HOW CAN HE ERASE ALL THE YEARS HE SPENT WITH MAY AND BEN; BEING RAISED, BEING SHAPED, BY THE TWO MOST DECENT PEOPLE HE'S EVER KNOWN?

NO! NEVER KNOWN!

THE TRUTH OF THE MATTER IS THAT HE **NEVER KNEW THEM,** AND THE SOONER HE ACCEPTS THAT, *DIGESTS* THAT--THE SOONER HE CUTS HIS TIES TO THEM AND ALL OF PARKER'S PAST...

...THE BETTER OFF HE'LL BE.

...NOW DON'T GET ME *WRONG--*

--THE SHOE BUSINESS CAN BE A TOUGH NUT... A *REAL* TOUGH NUT--

--BUT I BUSTED MY HUMP AND BUILT MY CHAIN UP INTO SOMETHING SPECIAL.

Y'COME INTO ONE OF *CLIFFORD GROSS'S* STORES, WE TREAT YOU RIGHT. THAT'S THE KEY TO SUCCESS, I'LL TELL YA--TREAT THE CUSTOMER WITH RESPECT.

TREAT 'EM WITH RESPECT... THEY'LL KEEP COMING *BACK.*

THAT'S THE WAY I RAISED MY *KIDS*, Y'KNOW? DID I TELL YOU I'VE GOT TWO BEAUTIFUL KIDS... AND A WIFE WHO--

LOOK--

--I'M TIRED... AND I'M IN A *REALLY* BAD MOOD--

--SO DO ME A FAVOR AND *SHUT UP* ABOUT YOUR STUPID #@&* LIFE, *OKAY?*

HEY... AH... *SORRY.*

JUST TRYING T'BE *FRIENDLY*, Y'KNOW.

SORRY.

*HE SLUMPS DOWN IN HIS SEAT AND CLOSES HIS EYES-- CURSING HIMSELF FOR BEING SO UNFORGIVABLY **RUDE**; ALMOST TURNS TO THE MAN AND APOLOGIZES-- BUT HE FIGHTS THE **IMPULSE**.*

IT'S PARKER WHO WANTS TO APOLOGIZE, NOT ME, HE *REALIZES*. SWEET, CONSIDERATE, EVER-SO-DECENT PETER PARKER.

WELL I'M NOT HIM. AND I DON'T HAVE TO PLAY BY HIS *RULES*. NOW...

...OR EVER...

...AGAIN...

GET *UP*, YOU MISERABLE COWARD!

GET UP AND FIGHT LIKE A *MAN!*

ARE YOU CRAZY? *LET* HIM SIT THERE DOING NOTHING! THE LESS *HE* DOES... THE MORE *WE* CAN GET *AWAY* WITH!

THAT'S RIGHT.

DEATH AND DESTRUCTION ...MURDER AND MAYHEM!

CAN YOU REALLY *DO* IT, SPIDER-MAN? CAN YOU WALK AWAY...AND NEVER LOOK BACK?

NO!

I CAN'T *LET* YOU!

I CAN'T TURN MY BACK WHILE INNOCENT PEOPLE *SUFFER!*

AS LONG AS I HAVE THIS POWER, IT'S *MY RESPONSIBILITY* TO SEE THAT YOU AND YOUR KIND ARE *STOPPED!* THAT--

WAIT A MINUTE! *WAIT* A MINUTE!

WHAT'RE YOU GUYS... *NUTS?* WHY'RE YOU WASTING YOUR *TIME* WITH THIS LOSER? THIS ISN'T A MAN--

--IT'S A PIECE OF *CLAY* I SHAPED... A *MARIONETTE* I CARVED!

THIS ISN'T SPIDER-MAN--

--THIS IS *PINOCCHIO!*

TAKE A LOOK AT WHAT'S UNDERNEATH THE *MASK!*

JACKAL ...NO... *PLEASE--*

LOOKS LIKE A HUMAN BEING, DOESN'T IT? EVEN *SOUNDS* LIKE ONE...WITH ALL THAT TALK ABOUT POWER AND RESPONSIBILITY!

BUT Y'KNOW WHAT HE *REALLY* IS?

...*PLEASE*...

A FACELESS *ZERO.* AN ABSOLUTE *NOTHING.* A FAILED EXPERIMENT--

"--WITH AS MUCH VALUE AS A *LAB RAT!*"

NO... THAT'S NOT *TRUE!*

I'M A *MAN!*

UNCLE BEN... AUNT MAY... *TELL* THEM!

PLEASE!

TELL--

--*THEM...?!*

HE DOESN'T NEED THE SCREAMING OF HIS SPIDER-SENSE TO WARN HIM THAT SOMETHING'S WRONG.

THE SCREAMING OF THE PASSENGERS MAKES IT CLEAR ENOUGH.

HE REALIZES QUICKLY THAT THE BUS HAS BLOWN A TIRE...

...CAREENING ACROSS THE RAIN-SLICKED HIGHWAY, SKIDDING INTO THE ONCOMING LANE.

IN SECONDS, THEY MIGHT ALL BE DEAD.

BUT SPIDER-MAN HAS SAVED LIVES IN LESS TIME THAN THAT.

SO WHY DOES HE SIT THERE, PARALYZED, UNABLE TO ACT...

...STUDYING THE NAKED PANIC IN THE DRIVER'S EYES AS HE TRIES TO WRESTLE THE METAL BEAST INTO SUBMISSION?

PERHAPS IT'S THE DREAM: THE JACKAL'S TAUNTS AND UGLY TRUTHS STILL BURNING IN HIS BRAIN.

OR PERHAPS THIS MAN IS SO TIRED, SO UTTERLY BROKEN--

--THAT HE SIMPLY DOESN'T CARE ANY MORE.

YES, SPIDER-MAN WOULD ACT... AND ACT QUICKLY.

BUT HIS CLONE WOULD RATHER SEE THE NIGHTMARE END...

...HERE AND NOW.

TO BE CONCLUDED --IN SPECTACULAR SPIDER-MAN #223!

FIVE YEARS AGO:

ON A HIGHWAY RUNNING WEST... ON A COLD AND WINDY NIGHT... A BUS BLOWS A TIRE AND CAREENS OUT OF CONTROL --A YOUNG MAN'S LIFE CAREENING WITH IT.

THE YOUNG MAN'S NAME IS PETER PARKER. OR AT LEAST HE THOUGHT IT WAS--UNTIL HE DISCOVERED THAT EVERYTHING HE BELIEVED ABOUT HIMSELF WAS A LIE.

HE WASN'T PARKER AT ALL... BUT A GENETIC DUPLICATE: A CLONE, WITH NO TRUE EXISTENCE OF HIS OWN.

NOW HE HAS NO NAME. NO HOPE.

NO FUTURE.

STAN LEE PRESENTS:

the parker legacy. part three...

THE BEGINNING

J.M. DeMATTEIS WRITER • JOHN ROMITA, JR. PENCILS • AL MILGROM INKS • BILL OAKLEY LETTERER • PAUL BECTON COLORIST • DANNY FINGEROTH EDITOR • BOB BUDIANSKY CHIEF

THE PANIC MOUNTS AS THE BUS SKIDS ACROSS THE RAIN-SLICKED ROAD...

...AND THE CLONE IS PERHAPS THE MOST PANICKED OF ALL. NOT BECAUSE HE'S AFRAID TO DIE:

AT THIS POINT, HE FEELS, DEATH WOULD BE A WELCOME RELIEF!

I'M NOT HIM! I'M NOT SPIDER-MAN!

BUT HOW CAN HE FIGHT HIS PRO-GRAMMING?

HE'S BEEN BRED TO DECENCY... ALTRUISM... SELF-SACRIFICE.

NO, HE'S PANICKED BECAUSE A PART OF HIMSELF IS DETER-MINED TO LIVE: PLAY THE HERO, SAVE THE DAY.

BUT THAT'S PARKER'S PROGRAMMING, HIS THOUGHTS SCREAM, NOT MINE!

SO, CURSING HIMSELF, HE PREPARES TO DO WHAT HE'S DONE (NO, HE REMINDS HIMSELF, WHAT PARKER HAS DONE!) FOR YEARS.

HE'S IN THE AISLE --CALCULATING THE TIME IT WILL TAKE HIM TO LEAP THROUGH THE FRONT WINDOW AND WRESTLE THIS METAL MONSTER TO A STOP--WHEN THE DRIVER SUDDENLY REGAINS CONTROL OF THE VEHICLE...

...BRINGING IT--AND TWENTY-SEVEN RE-LIEVED PASSENGERS--TO A MIRACULOUSLY SAFE, BRAKE-SQUEALING HALT!

AWRIGHT!

WAY T'GO!

YESSS!

THAT DRIVER'S SOMETHING, HUH? AN HONEST-TO-GOD, FLESH-AND-BLOOD HERO!

GOOD, HE THINKS; LET HIM BE THE HERO. LET ANYONE BE THE HERO...

...EXCEPT ME.

HEY! WHERE'RE YOU GOING, PAL? MOTEL'S THE *OTHER* WAY.

LOOK, MISTER--

GROSS. CLIFFORD GROSS, REMEMBER?

--I TOLD YOU ON THE BUS THAT I JUST WANT TO BE LEFT *ALONE*.

HEY, C'MON, *C'MON*--THEY'RE GIVING US A FREE BED AND A FREE MEAL.

WHADDAYOU WANNA GO WANDERING AROUND THE HIGH-WAY ON A ROTTEN NIGHT LIKE *THIS* FOR, ANYWAY?

LOOK... WOULD YOU *PLEASE* JUST--

AW--

--WHY *NOT*?

...SEE, I *KNEW* IT... EVEN WHEN YOU STARTED *RAGGING* ON ME ON THE BUS... I KNEW THAT THE TWO OF US... WE'VE GOT A LOT IN *COMMON*.

THE AVELER

YOU'RE NOT IN THE SHOE BUSINESS, BY ANY CHANCE-- *ARE* YOU?

NO.

BUT YOU'RE *HURTING*, RIGHT? LIFE TURNED ON YOU AND BIT YA RIGHT ON THE *BUTT*... *DIDN'T* IT?

LOOK... YOU WANNA BUY ME A COUPLE ROUNDS OF DRINKS... *FINE*. BUT MY LIFE... IS NONE OF YOUR BUSINESS.

BESIDES... I THOUGHT YOU WERE MR. *HAPPINESS*. BEAUTIFUL WIFE. GREAT KIDS. MAKING TONS OF MONEY.

I WAS. TILL THE WIFE *LEFT* ME. TILL THE KIDS DECIDED I'M THE BIGGEST *YUTZ* ON TWO FEET.

TILL MY BUSINESS BELLIED UP AND LEFT ME FLAT *BUSTED*-- RUNNING FROM JOYCE'S *LAWYERS*.

NOT STUPID, LITTLE MAN... NOT STUPID... AT *ALL*.

'CAUSE YOU'RE *RIGHT!*

I *TALK* BIG... BUT I'M JUST A WORTHLESS LITTLE *NOBODY*.

SOMETIMES I THINK... IF I JUST DIS-APPEARED FROM THE WORLD... IT'D HAVE NO IMPACT.

NO ONE'D NOTICE. NO ONE'D *CARE*.

STUPID, HUH?

YOU *ARE* A NOTHING! A *SHADOW* OF A MAN!

FACELESS-- WORTHLESS--

--USE-LESS!

RAKK

SO WHY DON'T YOU JUST *DO* IT, HUH?

WHY DON'T YOU JUST #$%*!! DISAPPEAR--

--AND NEVER COME BACK?!

BRAAASH!

OKAY, TOUGH GUY--

--YOU HAD YOUR BEERS, YOU HAD YOUR FUN--

--NOW GET THE DEVIL OUTTA MY BAR BEFORE I--

KLIK!

HA HA HA HA HA!

YOU'RE KIDDING, RIGHT?

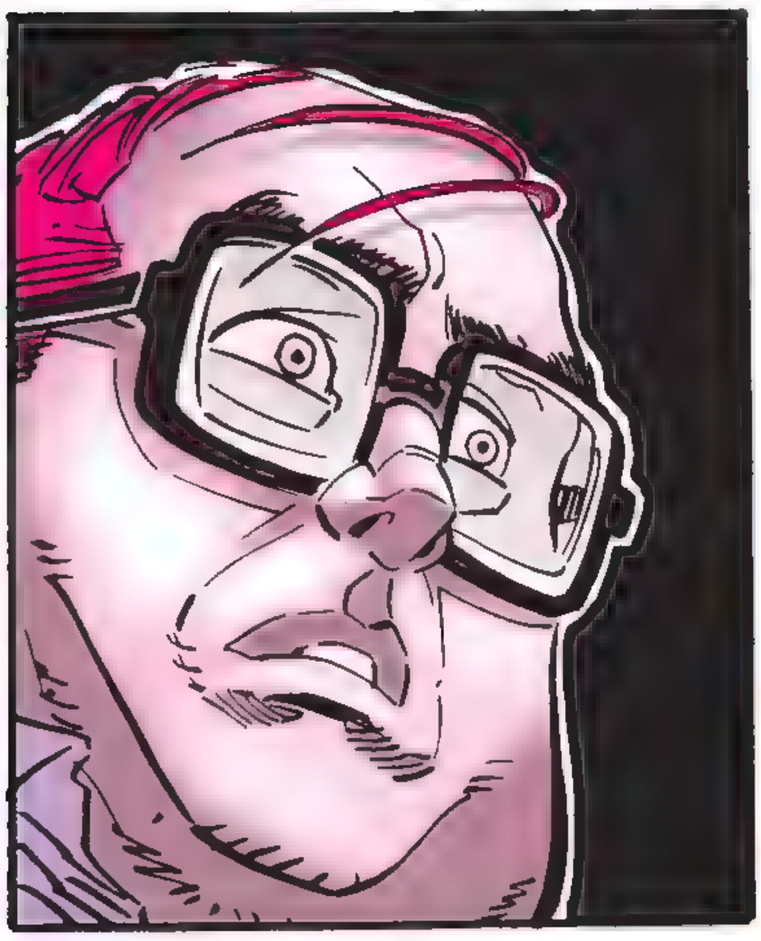
YOU THINK YOU'RE A THREAT TO ME?

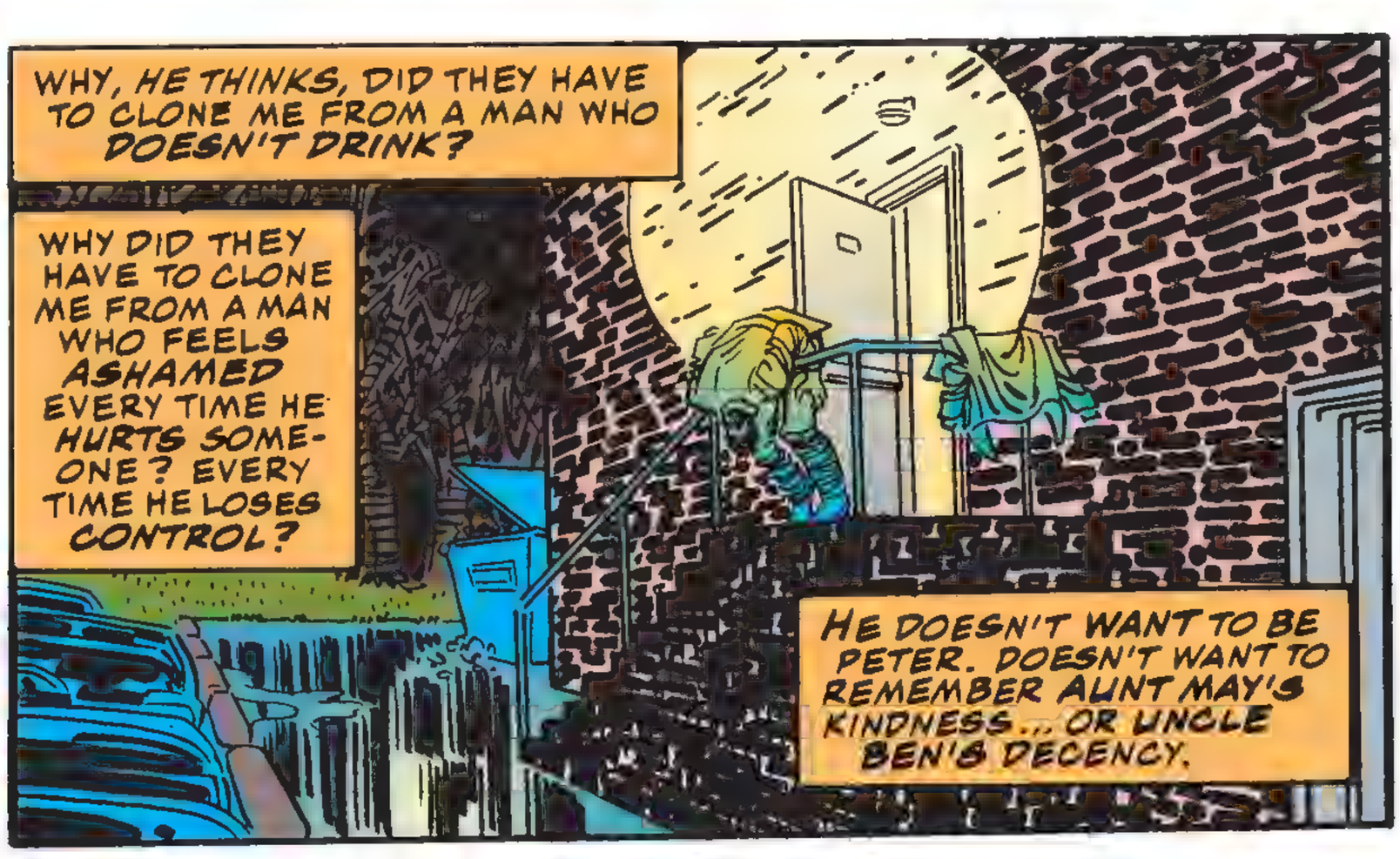
DO YOU HAVE ANY IDEA WHO I AM... WHAT I'M CAPABLE OF?!

MY WRIST! P-PLEASE--

LET GO OF MY WRIST!

DO YOU?!




WHY, HE THINKS, DID THEY HAVE TO CLONE ME FROM A MAN WHO DOESN'T DRINK?
WHY DID THEY HAVE TO CLONE ME FROM A MAN WHO FEELS ASHAMED EVERY TIME HE HURTS SOMEONE? EVERY TIME HE LOSES CONTROL?
HE DOESN'T WANT TO BE PETER. DOESN'T WANT TO REMEMBER AUNT MAY'S KINDNESS... OR UNCLE BEN'S DECENCY.

DOESN'T WANT TO TREASURE THEIR LOVE AND COMPASSION AND HUMANITY.

HE WANTS TO BE EVERYTHING THAT PETER ISN'T. WANTS TO BURY BEN, MAY... AND THE PARKER LEGACY...

...ONCE AND FOR ALL.

BY NOW, HE REALIZES, THE BARTENDER'S PROBABLY CALLED THE POLICE. BEST BET IS TO SLIP INSIDE HIS ROOM, GRAB HIS BAGS, AND HIT THE ROAD.

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AND THEN HE FEELS THAT INFERNAL BUZZING-- SPIDER-MAN'S DANGER-SENSE-- VIBRATING THROUGH HIS BODY... SHRIEKING INSIDE HIS HEAD.

HE WHIRLS IN THE DIRECTION OF THE DANGER'S SOURCE, HOPING, ILLOGICALLY, THAT HE'LL FIND ELECTRO OR KRAVEN OR DOCTOR OCTOPUS WAITING BEHIND THE DOOR.

SOMEONE TO SPEW HIS PAIN AT.

KROKK!

FEED HIS RAGE TO.

W-WHY...? WHY'D YOU *STOP* ME?

YOU WERE THE ONE WHO TOLD ME... I WAS *WORTHLESS*. SAID I SHOULD JUST... *DISAPPEAR--!*

I WAS *WRONG!*

I WAS WRONG.

OKAY. OKAY, SO YOU *LOST* IT ALL. MAYBE THAT'S A BLESSING IN *DISGUISE.*

MAYBE THAT MEANS YOU GET TO START *OVER* AGAIN FROM SCRATCH.

BUILD SOMETHING *BETTER.*

MAYBE IT'S NOT THE *END* OF YOUR LIFE--

"--BUT THE *BEGINNING.*"

...I TOOK CARE OF THE BARTENDER... PAID THE DAMAGES... SLIPPED HIM A FEW BUCKS T' KEEP HIM *HAPPY.*

YOU DIDN'T HAVE TO *DO* THAT.

THE TRAVELER

HEY... I DON'T GIVE IT T' *SOMEBODY*-- JOYCE'S *LAWYERS'LL* JUST END UP GRABBING IT.

THANKS, CLIFF.

YOU SURE YOU'RE NOT GONNA *COME?*

NAH. I GOTTA REBUILD MY BUSINESS. SEE MY KIDS. CONVINCE 'EM THE OLD MAN'S NOT AS BIG A YUTZ AS THEY *THINK* HE IS.

HOW 'BOUT *YOU?*

GOING *BACK'S* OUT OF THE QUESTION--

--BUT GOING *FORWARD?*

NOW *THAT* MIGHT JUST HAVE SOME... *POSSIBILITIES.*

YOU TAKE *CARE* OF YOURSELF, CLIFF.

HEY... HEY, WAIT A MINUTE!

YOU NEVER TOLD ME YOUR NAME!

HE SHOUTS THE REPLY WITHOUT THINKING; SURPRISED TO HEAR THE WORDS COME TUMBLING OUT OF HIS MOUTH.

KOOOM!

...LLY!

I CAN'T HEAR YOU!

I SAID MY NAME'S BEN.

BEN REILLY.

HIS UNCLE'S FIRST NAME. HIS AUNT'S MAIDEN NAME.

BEN REILLY.

HE LIKES THE SOUND OF THAT.

The years that followed were hard.

I fell farther into the darkness before I finally clawed my way back... into the light. Before I found out who Ben Reilly truly <u>was</u>.

But, even in the worst of times, a part of me refused to let go of the ideals May and Ben passed on to me.

Man or clone... implanted memories or real ones... it didn't matter. They fed me strength. Hope. They kept me alive.

I swore on that day five long years ago that I'd <u>never</u> <u>surrender</u> the Parker legacy.

And I didn't. I <u>haven't</u>.

<u>And I never will.</u>

Midwest Coach

The End

SPIDER-MAN

THE LOST YEARS

MARVEL SELECT

1

AUG

DeMATTEIS
ROMITA JR.
JANSON

STAN LEE PRESENTS:

SPIDER-MAN THE LOST YEARS

It was a little past ten on a Saturday night...

... and the interstate running into Salt Lake City was crowded, traffic at a crawl because of the heavy rains.

It can be a hard life on the road -- I know that from experience...

HAKK HAKK

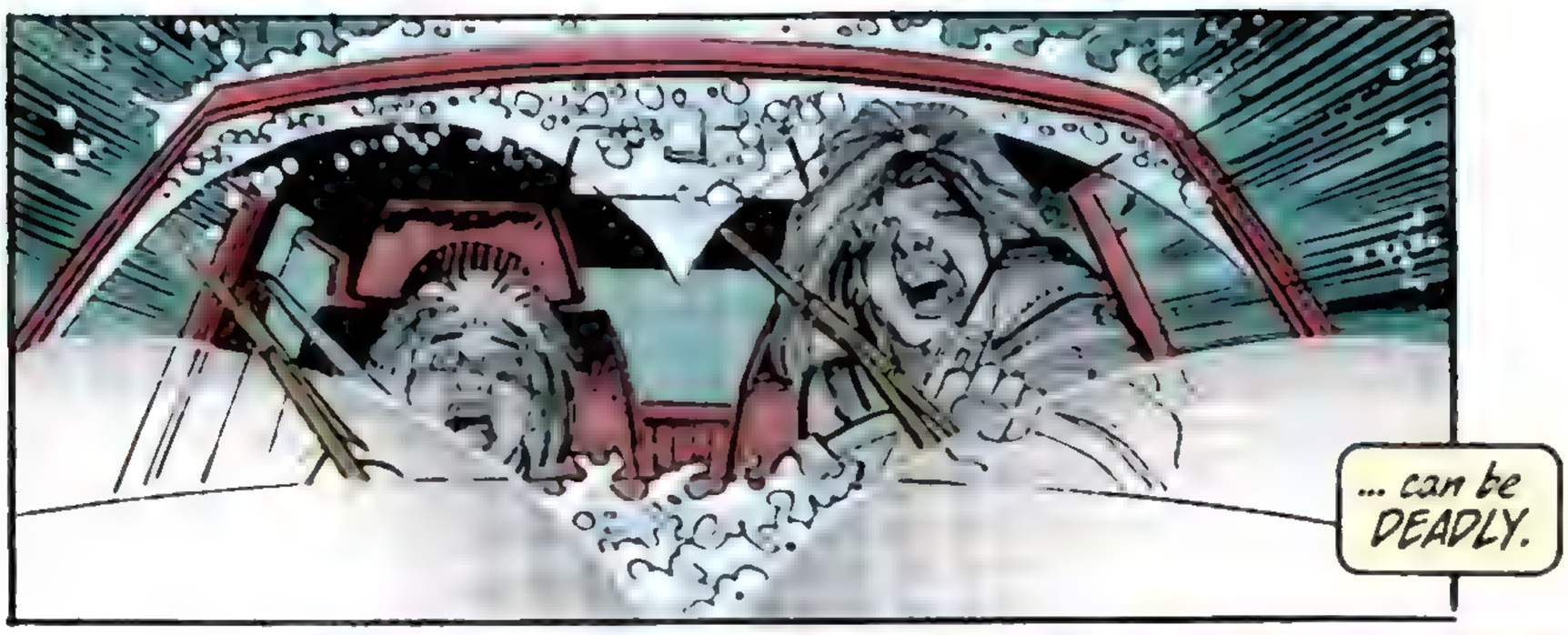
...and the combination of greasy truckstop food, too few hours of sleep, and too MANY hours sitting on your butt...

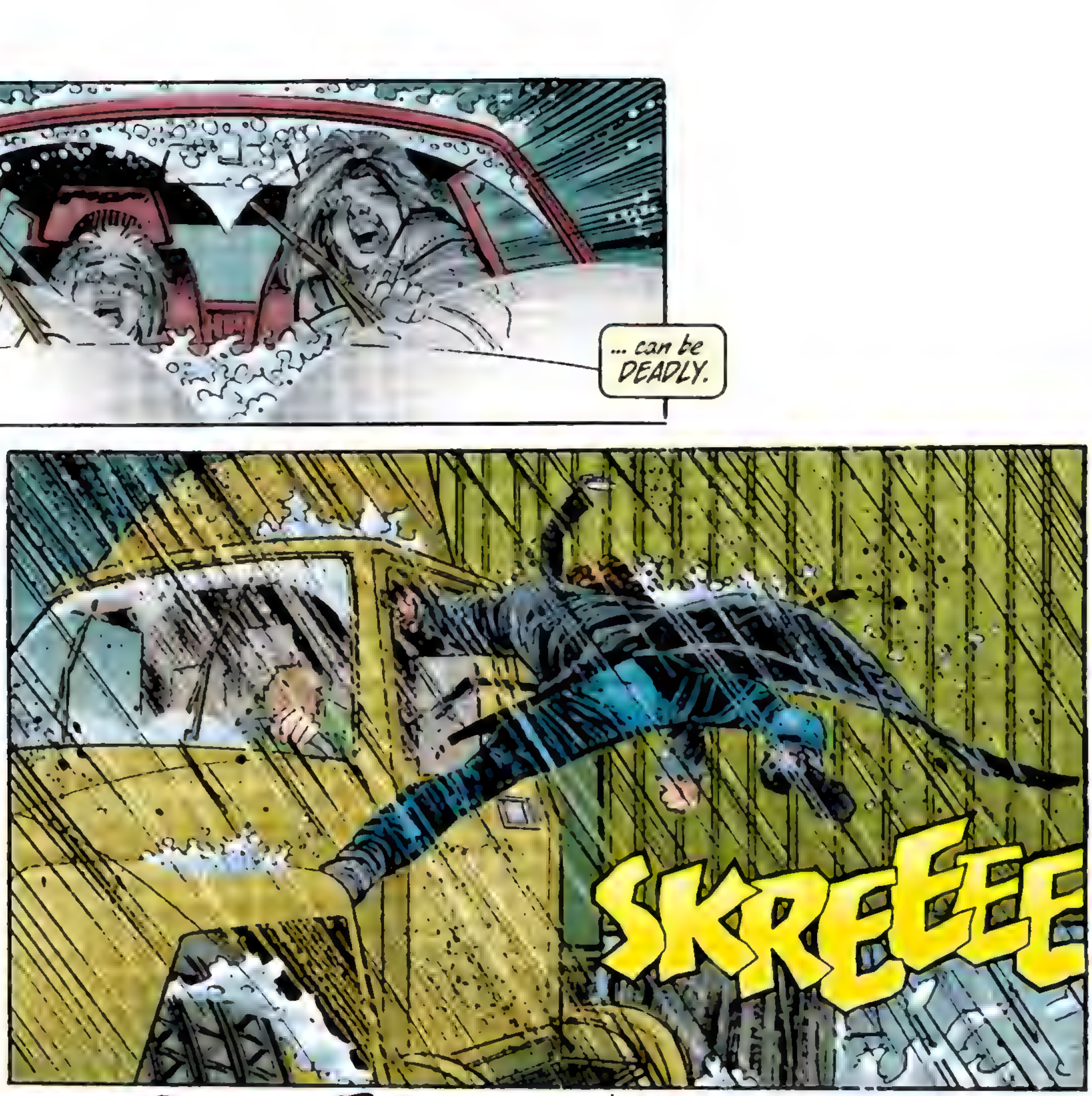
Oh, GOD...

SKREEEE

REEEEEEEEEEE

HONK HONK


... can be DEADLY.


SKREEEE

RAKKK
ERREEEEEEEE!

EEEEEEEE

KIDNAPPED

SPLOOSH

YOU'RE NOT GONNA *DIE*, YOU *HEAR* ME?

YOU'RE **NOT** GONNA DIE!

...I'M TELLING YOU -- HE JUST CAME OUT OF *NOWHERE!*

I'VE NEVER SEEN ANYTHING *LIKE IT!* IF... IF NOT FOR HIM... CINDY AND I... WE --

WE'D BOTH BE *SPLATTERED.*

SO... WHERE'S THIS MYSTERIOUS SAVIOR OF YOURS *NOW?*

HE RAN OFF.

GUESS HE'S NOT THE KIND OF MAN WHO WANTS TO HANG AROUND AND BE *THANKED.*

I'd been on the bike for nearly thirty hours. Straight on. No sleep. But that was nothing new.

After three years living the nomad's life -- travelling the world from San Francisco to Singapore to Bombay...

...I'd get a certain BUZZ from pushing myself over the edge.

Guess when a man's got no friends, no family, no IDENTITY to speak of...

...he gets his kicks where he can.

But, hey -- don't take PITY on me. Those three years had given me a strength -- and self-confidence -- I'd never had before.

The way I saw it then... having all my hopes, all my dreams of the future, stripped away -- had made BEN REILLY free. I didn't need anyone or anything. I was alone -- but COMPLETE.

Funny, isn't it?

The LIES we tell ourselves...

PART ONE:

STRANGERS

J.M. DeMATTEIS WRITER

JOHN ROMITA JR. PENCILER

KLAUS JANSON INKER

RICHARD STARKINGS AND COMICRAFT LETTERING

CHRISTIE SCHEELE COLORS

DANNY FINGEROTH EDITOR

BOB BUDIANSKY CHIEF

... to stay SANE?

GORGEOUS CITY LIKE SALT LAKE...

...AND I MANAGED TO FIND THE SEEDIEST BAR IN THE SEEDIEST SIDE OF TOWN.

I'D BEEN SITTING AT THAT TABLE FOR HOURS, NURSING THE SAME BOTTLE OF VODKA, AND WONDERING WHAT THE DEVIL I WAS DOING THERE.

NO, THAT'S NOT TRUE. I KNEW WHY I WAS THERE. BECAUSE OF HIM: BECAUSE OF ***REILLY***. I'D TRACKED HIM LIKE A MASTER HUNTER. DOGGED HIS TRAIL FOR HUNDREDS OF MILES WITHOUT HIM EVER KNOWING IT.

WHY?

MAYBE BECAUSE HE WASN'T BEN REILLY AT ALL...

...BUT ***PETER PARKER.***

YO -- HAND-SOME!

-- YOU LOOK LIKE YOU COULD USE SOME GOOD ***LOVIN'.***

AN' I GOT ***LOTS*** O' LOVE T'GIVE --

-- IF THE ***PRICE*** IS RIGHT.

PETER PARKER: ***THE ORIGINAL.***

THE GENETIC TEMPLATE THAT PROFESSOR MILES WARREN, ***THE JACKAL***, USED TO CREATE COUNTERFEITS. ***CLONES.***

WHASA-MATTA? YOU DON'T LIKE MY GIRL? YOU THINK YOU'RE TOO ***GOOD*** FOR HER?

HEY... DIRTBAG --

ME.

-- I'M TALKIN' T' YOU!

THAK

KRAAK

KRAAK KRAAK KRAAK KRAAK

KRRAAACH!

THE JOKE OF IT WAS, REILLY DIDN'T EVEN *KNOW* HE WAS PARKER. HE THOUGHT *HE* WAS A CLONE. THOUGHT THE *REAL* PARKER WAS BACK IN NEW YORK.

IS *THAT* WHY I'D BEEN SHADOWING HIM... *MIRRORING* HIM... DURING THOSE THREE MISERABLE YEARS?

DID I WANT TO REVEAL THE TRUTH TO REILLY -- AND SET HIM *FREE?*

OR WAS I GETTING SOME KIND OF PERVERSE JOY OUT OF SEEING HIM *SUFFER?*

HERE. DON'T SPEND IT ALL IN ONE PLACE.

OUT OF KNOWING THAT HE WAS DOOMED TO A LIFE AS LOST, AS WRETCHED...

... AS HOLLOW AS MY OWN?

HEYYY --

-- THANKS!

DIDN'T KNOW THEN. CAN'T SAY I KNOW *NOW.*

WE WERE... *CONNECTED,* THAT'S ALL. IT WAS AS SIMPLE -- AND AS INEXPLICABLY COMPLEX...

YOU!

...AS THAT.

YEAH, *YOU.* WHAT'S YOUR *NAME?*

DIDN'T YOU *HEAR* ME? I SAID -- *WHAT'S YOUR NAME?*

DON'T *HAVE* A NAME. I WAS NEVER *BORN.*

BUT YOU --

-- CAN CALL ME *KAINE.*

C'MON, BABE --

-- GET YER MIND OUTTA THE *GUTTER* AN' LET'S GET DOWN *T'BUSINESS* HERE.

TALK, JIMMY --

-- DON'T *TOUCH.*

WHUPF

HAW HA HAW HAW

NOBODY DOES THAT T'*JIMMY "THE MOUTH."*

I JUST *DID.*

THAT WAS THE NIGHT I MET *LOUISE KENNEDY.*

LOU..?

Huh?

YOU WERE IN THE MIDDLE OF A SENTENCE AND YOU JUST... *TRAILED OFF* INTO *NEVERLAND.*

SORRY, *JACOB.* I WAS JUST... THINKING.

ABOUT WHAT?

NOTHING *IMPORTANT.*

IT WAS HIM SHE WAS THINKING ABOUT, I KNOW THAT NOW: KAINE.

BUT SHE DIDN'T SAY A WORD ABOUT HIM. AND I'VE NEVER BEEN THE KIND OF MAN WHO PRIES.

MAYBE I *SHOULD* BE. MAYBE IF I'D *KNOWN*...

WHAT *IS* IMPORTANT IS THAT LITTLE MORON JIMMY "*THE MOUTH*." I KEEP PLAYING HIM --

-- AND HE'LL LEAD US RIGHT TO THE HEART OF HIS *UNCLE VINCENT'S* DRUG OPERATION.

IT MAY TAKE TIME -- BUT WE'LL BLOW WHAT'S LEFT OF *TANNEN'S* MOB TO PIECES.

BUT "MAYBES" DON'T MATTER, DO THEY? THE PAST IS DEAD.

AS DEAD AS LOUISE.

I DON'T KNOW. TANNEN'S GOT ARMS EVERY-WHERE.

EVEN THOUGH WE'VE PUT HIM BEHIND BARS --

--HIS ORGANIZATION'S JUST ROLLING ALONG LIKE A *TANK DIVISION* -- CRUSHING EVERYTHING IN ITS PATH.

JACOB RAVEN -- SOUNDING *PESSIMISTIC?* I DON'T *BELIEVE* IT.

NOT PESSIMISTIC. JUST... *SAD.*

LOOK AT IT OUT THERE, LOU. A GOOD CITY -- FULL OF GOOD PEOPLE. THIS ISN'T NEW YORK OR CHICAGO OR LOS ANGELES -- THIS IS *SALT LAKE.*

IT *SICKENS* ME TO THINK THAT SOMEONE LIKE TANNEN CAN JUST... *IMPLANT* HIMSELF HERE LIKE SOME KIND OF SLUG. INFECT US ALL.

YOU'RE LIVING IN ANOTHER TIME, JAKE. ANOTHER WORLD.

OPEN YOUR EYES, DETECTIVE, AND TAKE A GOOD LOOK: THE TANNENS ARE *EVERYWHERE.* AND THEY'RE *WINNING.*

I REFUSE TO BELIEVE THAT. DECENT MEN AND WOMEN CAN MAKE A *DIFFERENCE* IN THIS WORLD. THEY *DO* EVERY DAY.

THAT'S YOUR MORMON *PROGRAMMING* TALKING.

NO -- THAT'S MY *FAITH* -- -- IN GOD -- AND IN THE PEOPLE OF THIS CITY.

SHE'D CHANGED SO MUCH THAT YEAR. LIFE ON THE STREETS HAD MADE HER MORE CYNICAL...

...MORE *ANGRY.*

IF ONLY SHE'D HAD SOMETHING TO BELIEVE IN. SOME SPIRITUAL FRAMEWORK FOR HER LIFE.

MAYBE THEN IT WOULDN'T HAVE ALL TURNED OUT THE WAY IT DID. MAYBE THEN --

MISTER *TANNEN* -- ?

CAN'T SEEM TO GET AWAY FROM THOSE "MAYBES," CAN I?

CAN'T STOP TRYING TO RE-WRITE THE PAST. CHANGE WHAT HAPPENED.

TO LOUISE. TO TANNEN.

HEY, STEVIE -- WHADDYA KNOW, WHADDYA SAY?

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S'ALL SET.

GOOD. TELL 'EM THERE'D BETTER NOT BE ANY SCREW-UPS. I WANT THAT MAN TO FEEL PAIN.

I WANT HIM TO SUFFER.

TO... ALL OF US.

I sat there, across the desk from the head of the SCIENCE DEPARTMENT, spinning beautifully designed lies with alarming ease.

Weaving a past that never happened. Jobs that never existed.

THIS LETTER FROM DOCTOR TRAINER IS MOST IMPRESSIVE, MISTER REILLY.

A part of me had begun to enjoy it. Not so much the LYING -- as the fabrication of a LIFE.

After all, the only life I'd ever known had been taken AWAY from me by the Jackal -- on the day I discovered I wasn't Peter Parker...

...but his CLONE.

WITH A RECOMMENDATION LIKE THIS FROM ONE OF THE MOST RESPECTED SCIENTIFIC MINDS IN THE COUNTRY...

...NOT TO MENTION YOUR OWN FAIRLY IMPRESSIVE CREDENTIALS --

-- I'D BE HARD PRESSED TO TURN YOU DOWN FOR THE JOB.

DR NORA EPSTEIN

When everything you've ever BELIEVED about yourself turns out to be a lie -- how can the truth POSSIBLY matter?

The joke of it all was that it DID matter. A part of me felt terrible every time I went through this dance.

WELCOME ABOARD, MISTER REILLY. I'M LOOKING FORWARD TO WORKING WITH YOU.

THE PAY'S NOT MUCH... THE HOURS ARE TOO LONG... BUT I THINK YOU'LL FIND THE WORK REWARDING.

I'M SURE I WILL, PROFESSOR EPSTEIN. AND THANK YOU.

But of course he wasn't MY uncle Ben, WAS he? He was PARKER'S. So, with no small effort...

I kept hearing Uncle Ben lecturing me on how important HONESTY was. How the one thing in the world he couldn't ABIDE was a LIAR.

...I pushed the voice away.

Oh, AND ONE MORE THING, MISTER REILLY --

Mmmm?

CLEAN YOURSELF UP A LITTLE. IF YOU'RE GOING TO BE A TEACHING ASSISTANT, YOU'VE GOT TO LOOK LIKE ONE.

ABSOLUTELY, PROFESSOR.

I wouldn't find out the truth -- that I WAS Parker, the REAL Parker... and that the Jackal had IMPLANTED the belief that I was my own clone -- for another two years. (And don't ask me to tell you THAT story -- it's much too long.)

So I strolled off across the campus, satisfied that my faked resume... my faked LIFE... would at least bring in enough money to finance my next round of wanderings.

A month, maybe more, and they'd find me out.

My friend Seward Trainer would muster up that horrified voice he'd perfected...

...and tell Professor Epstein how SHOCKED he was that he'd been taken in by "that young fraud."

But by then I'd be long gone.

I'M READY TO ORDER, MISS. I'LL HAVE THREE EGGS, SCRAMBLED, WITH SOME SAUSAGE. CUP O'COFFEE. AND A TOASTED BAGEL.

WAIT, WAIT. FORGET THE BAGEL. YOU LEAVE NEW YORK AND THERE'S NO SUCH THING AS A DECENT BAGEL. MAKE IT RYE TOAST. TONS OF BUTTER.

MISS..?

Back on the road, living the life I...

...loved.

GOT YA.

If I was a cartoon, my jaw would have hit the floor...

...my eyes would have spun in circles, and my tongue would have rolled fifty feet across the room.

THREE EGGS, SCRAMBLED, WITH SAUSAGE. AND RYE TOAST WITH TONS OF BUTTER.

ANY-THING *ELSE* YOU'D LIKE -- OR... Ah... IS THAT ENOUGH *CHOLESTEROL* FOR ONE DAY?

Instead I just STARED at her -- like the fumble-mouthed nerd Parker... I... used to be in high school.

But somehow, ordering breakfast turned into a conversation. And the conversation went on for an HOUR.

Looking back, it's amazing either one of us said ANYTHING.

I mean, JANINE was probably more shy and awkward, more guarded, than I was.

SORRY TO INTERRUPT, JANINE --

-- BUT COULD I GET MY *USUAL*? BAGGED? I'M RUNNING A LITTLE *LATE* TODAY.

S-SURE, DETECTIVE RAVEN... *SURE!*

IT'LL JUST TAKE ME A SECOND TO --

KLOK

She was SCARED of him.

Well, maybe not SCARED... but something about this Detective Raven made her awfully tense.

So, immediately, my back went up. He made small talk, I muttered and grumbled. Tried to brush him off.

Only problem was, I couldn't. I LIKED the guy.

-- or UNCLE BEN.

I'm a pretty fair judge of character. My intuition -- not to mention my SPIDER-SENSE -- goes off like an alarm clock if I'm dealing with sleazoids. But Raven -- ? The man RADIATED decency. I felt like I was talking to JIMMY STEWART, or --

I was actually a little sorry to see him go. Janine clearly wasn't.

WHAT IS IT?

WHAT?

SOMETHING ABOUT THAT GUY GIVES YOU THE *CREEPS.*

DETECTIVE RAVEN?

NO, NO -- I HAVEN'T GOT ANY PROBLEM WITH *HIM.*

HE'S A GOOD MAN. LOCAL HERO.

PRACTICALLY PUT THAT MOB GUY... VINCENT TANNEN... AWAY SINGLE-HANDED.

SORRY. GUESS I READ IT WRONG.

YEAH. GUESS YOU DID.

LOOK... Ah... I KNOW THIS IS GOING TO SOUND LIKE A LINE --

-- BUT, WELL, I'M *NEW* IN TOWN. I *KNOW* THAT'S LAME, BUT I *SWEAR* IT'S TRUE.

SO... I'M *NEW* IN TOWN AND... WELL I WAS WONDERING IF MAYBE WE COULD HAVE... I DUNNO... *DINNER* TONIGHT AND --

...I...

I DON'T *THINK* SO, NO.

OKAY. SURE. NO BIG DEAL.

YES.

YES?

YES.

YES!

WHAT WAS IT THAT DREW ME TO HER?

WHERE'S JIMMY "THE MOUTH" TONIGHT?

LITTLE FAT MAN ATE SOMETHING ***BAD***, HE SAID. GOT HIMSELF A CASE OF FOOD POISONING.

AT FIRST I COULDN'T SAY. SOMETHING IN HER VOICE? IN HER EYES?

BUT DON'T YOU WORRY, SWEETHEART -- ***DUKE'LL*** TAKE REAL GOOD CARE OF YOU.

YOU WANNA CHECK THE ***STUFF*** OUT?

Uh-uh. JIMMY KNOWS I'D BREAK HIS ***NECK*** IF HE TRIED TO SCAM ME.

TELL HIM HE'LL GET THE REST OF THE MONEY WITH THE NEXT SHIPMENT.

MONEY, MONEY, MONEY, MONEY.

IN HER ***SOUL?***

YOU KNOW THAT OLD SONG? *"MONEY CAN'T BUY ME LOVE"?*

GUY DIDN'T KNOW WHAT HE WAS TALKING ABOUT. MONEY -- IT CAN BUY ANYTHING. WOMEN, POWER --

KLIK

A JAIL TERM?

Oh... #%$@!

THAT'S ***ONE*** WAY OF PUTTING IT.

YOU HAVE THE RIGHT TO REMAIN SILENT. ANYTHING YOU SAY CAN AND WILL BE --

KLIK KLIK

-- HELD AGAINST YOU?

I THINK THIS IS WHERE *YOU* GET TO SAY "Oh...#%$@!"

...AND INSTANTLY KNOW EACH OTHER...IN THE DEEPEST, MOST INTIMATE WAYS.

JIMMY'S THE MORON, LADY, NOT *ME*. I NEVER GO *ANYWHERE* ALONE.

WE WERE SUPPOSED TO BE MEETING *ALONE*, DUKE.

THEY SAY THERE'S SUCH A THING AS KARMA. THAT TWO SOULS CAN BE LINKED, FROM TIME'S BEGINNING -- TO TIME'S END. THAT TWO PEOPLE CAN MEET...

I MEAN, LET'S FACE IT -- IT'S A *DANGEROUS* WORLD OUT THERE. YOU NEVER KNOW *WHAT* KIND OF WHACKOS YOU'RE GONNA RUN INTO.

KRASH

I DON'T KNOW IF I BELIEVE IN KARMA. AND, EVEN IF I DID, I DON'T KNOW IF IT CAN *APPLY* TO A MAN WHO DOESN'T *HAVE* A SOUL.

I JUST KNOW, THAT FROM THE MOMENT I LAID EYES ON HER, I BECAME *OBSESSED* WITH LOUISE KENNEDY.

WHO THE #?!* ARE *YOU*?!

DON'T ASK QUESTIONS.

CHAKK

DON'T EXPECT *ANSWERS*.

SPAKK

LIFE DOESN'T *WORK* LIKE THAT. IT ISN'T NEAT.

I WAS DRIVEN BY AN OVERWHELMING COMPULSION TO *KNOW* HER...BE *NEAR* HER. AS IF I SENSED THAT SHE HELD THE KEY TO SOMETHING HUGELY *IMPORTANT* -- THAT I COULDN'T LIVE *WITHOUT*.

IT'S ALL CONFUSION. AND CHAOS.

AND THAT "*SOMETHING*" WAS SO *DEEP* IN MY SOUL (OR WHAT PASSED FOR ONE)...

AND DEATH.

...THAT I DIDN'T EVEN KNOW ITS *NAME*.

THAT'S HOW I FOUND MYSELF *FOLLOWING* HER THAT NIGHT...TRACKING HER WITH THE KIND OF INTENSITY I USUALLY RESERVED FOR *REILLY*.

NO! WE NEED HIM IN ONE PIECE -- FOR QUESTIONING!

WHATEVER YOU SAY, OFFICER.

GO TO *SLEEP*, DUKE.

KRK

SHE WASN'T AFRAID OF ME. LATER, SHE TOLD ME THAT SHE WASN'T EVEN SURPRISED I WAS *THERE*.

SAID SHE'D FELT THE SAME COMPULSION, THE SAME OBSESSION, BURNING INSIDE *HER*. BURNING...

SO -- -- NOW WHAT?

I CAN THINK OF A FEW THINGS.

...FOR ME.

WAIT!

MISSED THE BUS AGAIN. EVERY NIGHT, IT SEEMED, I'D MAKE IT TO THE STOP JUST TEN SECONDS TOO LATE.

I THINK IT WAS GOD'S WAY OF FORCING ME TO WALK HOME. GET SOME EXERCISE.

ON TV, COPS ARE ALWAYS RUNNING AROUND, HOPPING FENCES, LEAPING FROM OVERPASSES, CHASING FELONS DOWN ALLEYS.

TRUTH OF THE MATTER IS, WE SPEND MOST OF OUR TIME IN CARS AND BEHIND DESKS. EATING TOO MANY DONUTS.

FORTY-FOUR YEARS OLD AND I WAS GETTING LAZIER AND CHUNKIER BY THE DAY.

SO I'D WALK THE FOUR MILES TO THE HOUSE, STRUT IN THE DOOR...

...AND TELL MATTHEW HOW HIS DAD'S GONNA BE LOOKING LIKE ARNOLD SCHWARZENEGGER ANY DAY NOW.

AND THEN HELENE WOULD PUT DINNER ON THE TABLE -- I DON'T THINK THERE WAS A FINER COOK ON THE PLANET -- AND I'D EAT ENOUGH FOR AN ENTIRE SQUAD ROOM.

AND WHAT DID IT MATTER? HELENE AND MATTHEW LOVED ME...

...FAT OR LEAN.

SKREE

I WISH I'D BEEN SCHWARZENEGGER THAT NIGHT...MAYBE THEN I WOULD'VE REALIZED THEY'D BEEN TAILING ME.

MAYBE THEN I WOULD'VE MOVED FASTER, HAD MY GUN OUT BEFORE TANNEN'S GOONS WERE ALL OVER ME.

THERE I GO AGAIN: MAYBE, MAYBE, MAYBE.

I ACCEPT NOW THAT WHAT HAPPENED -- HAD TO HAPPEN.

THAT THE EVENTS OF THAT HORRIBLE NIGHT WERE PART OF GOD'S PLAN FOR ME. A WAY TO BRING ME CLOSER TO HIM.

BUT I STILL WONDER, IN THE DEAD OF NIGHT, WHEN I LIE AWAKE MISSING HER...

...IF HE COULDN'T HAVE FOUND A BETTER WAY TO DO IT.

I was on my way to Janine's. Feeling like a nervous high-school kid... and not sure why.

Something about her really got to me...

...and for a guy who'd become expert at hiding himself behind emotional walls, that was a scary thing.

I'd moved into my new apartment that afternoon. The university had found it for me -- just one room, but it was all I needed. All I wanted.

I didn't LIKE the idea of being settled. Of having a place to call my own. That was PARKER'S life -- not MINE.

I was Ben Reilly, the LONER. The ROAD WARRIOR. The Jack Kerouac of the clone set.

I guess the truth was, if I slowed down too long, I'd start remembering what I'd once had... or THOUGHT I'd had...

...and I'd start getting CRAZY again.

I'd lost it one time too many during those first three years. And, as much as I enjoyed living on the edge, THAT was one edge...

I intended to stay CLEAR of.

It isn't often that my Spider-Sense kicks in so strong it nearly knocks me flat on my butt.

SKRAKT

Couldn't ignore that...

...no matter HOW much I hated playing the hero.

Or TOLD myself I did.

So I hit the ground running, following the buzz... letting it LEAD me to the source of the danger.

But I FOUND it...

BAM

...a little too late.

I hated playing the hero.

All I wanted was to be left alone. I didn't ask for the power. I didn't ask for the RESPONSIBILITY.

Yeah -- I HATED playing the hero.

That's why my adrenaline was pumping like MAD as I raced through that burning house, leaping over the flames, dodging the wreckage.

That's why I felt such a rush of EXHILARATION -- of freedom and power -- as I pulled that woman and her son OUT.

I may not have been wearing the costume, I may have vowed never even to speak the NAME again...

...but at times like those... I was HIM:

I was SPIDER-MAN.

And grateful FOR it.

RRING

KENNEDY.

WHAT?!

Oh, MY GOD... NO.

WHAT IS IT?

THERE... THERE WAS SOME KIND OF *EXPLOSION* -- AT MY *PARTNER'S* HOUSE.

IS HE DEAD?

HE... HE'S *MISSING*. NO ONE CAN FIND HIM. BUT -- HIS WIFE. HIS LITTLE *BOY*.

THEY DON'T KNOW IF THEY'RE GOING TO *MAKE* IT.

HOLD ME, KAINE.

HOLD ME --

-- AND DON'T EVER LET GO.

NEVER.

BELIEVE IT OR NOT, LOUISE -- I'M *STILL* HOLDING YOU. EVEN TODAY. EVEN AFTER WHAT I DID.

HOLDING TIGHT.

YEAH, IT WAS A BOMB, ALL RIGHT.

LOOKS LIKE TANNEN MANAGED TO GET T'RAVEN FROM BEHIND BARS.

YEAH, AND GOOD LUCK TO ANYBODY TRYING TO PROVE IT.

THE ONE WHO REALLY NEEDS THE LUCK --

"-- IS THAT WOMAN IN THERE."

The boy, at least, was going to make it. But Raven's wife was hovering on the edge. They didn't think she'd last the night.

And Raven: was HE dead, too? Or being HELD somewhere by Tannen's men?

I had to find out.

After all, I was the one with the power, the responsibility. Who ELSE could do it?

WHO ELSE?

How about the Salt Lake Police Department? How about the FBI, the CIA, the Navy and the Marines?

How about ANYONE but me?

Just an hour before I'd felt such a RUSH from playing super-powered savior... but, at that moment, I'd had ENOUGH.

Jumping out of the shadows, doing a quick save, and then vanishing into the mists was ONE thing.

But THIS --!

I knew if I took one more step into it, I wouldn't stop until I took Tannen and his mob APART.

But I'd BEEN there. DONE that. All I wanted now was some quiet. Some peace. Was that too much to ask?

NO, I decided. I don't have to do this. I don't wear the webs anymore. Truth is -- I never DID. Let the cops take care of Tannen. And let Jacob Raven...

...take care of himself.

NEXT: REILLY VS. KAINE!

Fake!

The word echoes through **Ben Reilly's** consciousness.

Fake! Imposter!

Clone.

For years that's what Reilly believed about himself — that he was a **clone** of Peter Parker, a.k.a. the amazing **Spider-Man**. . . and that he was doomed to live out the rest of his unnatural existence wandering the backroads of America, trying to find a place for himself in a cold, hard world.

Recently, however, Reilly found out the truth about himself — that *he* was the original and *Parker* was the clone. But this is a tale of Reilly's past, about a time well before he made that discovery. . . about a time that would change Reilly's life forever.

Spider-Man: The Lost Years tells the story of how Ben Reilly, in his quest to find peace and happiness, crosses paths with the mysterious, murderous **Kaine**, a man dedicated to Reilly's destruction, and the tragic consequences that have haunted Reilly ever since.

SPIDER-MAN

MARVEL SELECT

#2
SEPT

THE LOST YEARS

DEMATTEIS
ROMITA JR.
JANSON

Let's get this straight -- I'm a NEW YORKER down to every last cell in my body.

During my five years of wandering, I wasn't just missing the PEOPLE I left behind... I was missing the TOWN. No other place on earth has that mix of high class and low comedy. Culture and chaos.

But I'd be lying if I didn't acknowledge that the face of the city was pocked with dark and dangerous places.

During the years I wore the Spider suit, I'd BEEN in most of them...

...knee deep in sewage, fighting for my life.

Maybe that's why I fell in love with SALT LAKE.

It seemed like a throwback to a more innocent time. When streets were clean, people had a smile and a kind word for each other...

... and the world was pregnant with hope.

SO WHADDAYA THINK, JACK? SHOULD WE WHACK THE COP NOW --

-- OR BEAT HIS BRAINS OUT SOME MORE?

For a man like me, running so long, so far -- hope was a precious commodity.

I DUNNO, BULL. LET'S ASK HIM.

HEY, DETECTIVE -- YOU WANT WE SHOULD KILL YA NOW -- OR LATER?

HE DON'T SEEM T' BE ANSWERIN', BULL.

HEY, COP -- MY MAN ASKED YOU A QUESTION!

ANSWER HIM!!

SKRUK

Jacob Raven was a man who believed in hope. In the promise of better tomorrows. In a God who wasn't angry or vengeful -- but compassionate and kind.

Which is why he was so appalled when VINCENT TANNEN and his mob moved in... pock-marking SALT LAKE'S face with alarming speed.

HEY -- WHUZZAT?

STILL NOT TALKING, HUH? GEEZ --

-- YOU'D THINK THE GUY HAD A GAG ON OR SOME-THIN'!

HAW HAW HAW

I think he believed in his CITY most of all.

So he set himself a task: take Tannen down. Drive the snake out of Paradise.

He'd done pretty well, too.

Until that night.

Until they kidnapped Raven, blew up his house...

... and his wife and son with it.

PART TWO:

INTIMACIES

LOOKS LIKE SOME JERK WANTS T'GET HIMSELF RUN OVER.

HEY -- NO PROBLEM. I LIVE T'--

-- PLEASE?

I never intended to get involved.

WHERE'D HE GO?

MUSTA JUMPED OUTTA THE WAY JUST IN --

KRASH

I'd come to Salt Lake to lay low for a while. Make a little money. Then get on my bike and keep moving.

Understand: Those were the days when I didn't know I was the REAL Peter Parker.

WHO THE %#$$ IS THAT?!

WHAT'S GOIN' ON HERE?!

I thought I was his CLONE. A genetic counterfeit with implanted memories -- and no particular right to exist.

SONOVA--! HE GRABBED RAVEN!

FIND HIM!

FIND 'EM BOTH --

-- OR TANNEN'S GONNA HAVE OUR HEADS!

KAK CHUKK KRUNK

TOMMY?!

DANNY?!

I had no desire to play the hero. I wasn't Parker anymore. Far as I knew, I NEVER WAS.

YOU SEE 'EM, BULL?

CAN'T SEE NOTHIN' WITH THIS BLASTED RAIN!

I was BEN REILLY.

And I just wanted to be left alone.

Of course, I learned pretty early in life that we don't often get what we want.

KRUNCH

WAAR--!

JACK -- YOU OKAY, MAN?

JACK--?!

What we NEED is another matter.

YOU HAVE NOTHING TO FEAR FROM ME, DETECTIVE.

AND THE INSTANT I HEARD HIS VOICE...

...I KNEW THAT I DIDN'T.

I WANTED TO CALL OUT TO HIM, ASK WHO HE WAS, HOW HE'D MANAGED TO TAKE OUT TANNEN'S MUSCLE WITHOUT WORKING UP A SWEAT...

AND THAT'S WHEN THE FEAR **REALLY** BEGAN... PULSING THROUGH MY HEAD, TIGHTENING MY CHEST, TYING MY STOMACH IN KNOTS.

JACOB!

I SHOULD HAVE BEEN RELIEVED TO SEE THEM ALL. TO SEE MY PARTNER, **LOUISE**, MOST OF ALL. BUT ALL I **FELT** WAS FEAR. VAGUE. NAMELESS. AND ALL THE MORE UNSETTLING **BECAUSE** OF IT.

...BUT THEN I HEARD THE SIRENS, COMING CLOSER. SAW THE LIGHTS, SWEEPING THROUGH THE DARKNESS AND THE RAIN.

YOU OKAY?

HOW'D YOU *FIND* ME?

I'LL EXPLAIN LATER. RIGHT NOW WE'VE GOTTA GET YOU TO THE *HOSPITAL*.

I'M *FINE*, LOUISE. I DON'T NEED ANY --

IT'S NOT FOR **YOU**, JACOB. I'M **SORRY**, BUT --

-- IT'S YOUR *WIFE*... AND YOUR *BOY*.

I WANTED TO SCREAM -- BUT THE FEAR HAD ME BY THE THROAT.

AND IT DIDN'T LET GO.

POWER -- and RESPONSIBILITY.

MY responsibility.

Whether I liked it or not.

There I was, in town for less than twenty-four hours, and I'd already been in the thick of it. Running around in that make-shift costume. Wailing on the bad guys.

Was it an ADDICTION? I wondered. Was I so hooked on Spider-Man's power that --

POWER. That's what it always came down to, wasn't it?

I ALMOST CRIED OUT FOR HIM TO STOP.

"REILLY," I WANTED TO SAY, " LET'S *KILL* THE PAST." *DESTROY* THE FUTURE. STAND, FACE-TO-FACE, AS FRIENDS...

"...IN THE *NOW*."

I HAD TO LAUGH AT MYSELF. WHAT WAS I *THINKING?* HAD I SUDDENLY LOST ALL SENSE?

IF I HAD, IT WAS BECAUSE OF HER: *LOUISE KENNEDY*.

IT WAS AS IF MEETING HER, BEING WITH HER, LOSING MYSELF IN THE SCENT AND SWEAT AND FEEL OF HER...

...HAD OPENED A DOORWAY INSIDE ME. AND ON THE OTHER *SIDE* OF THAT DOORWAY WAS A WILD, ILLOGICAL THING CALLED...

...HOPE.

FOR THE FIRST TIME SINCE *PROFESSOR WARREN* HATCHED ME FROM PARKER'S CELLS, I ALLOWED MYSELF TO BELIEVE THAT I COULD FIND A SMALL MEASURE OF HAPPINESS...

...IN THIS COLD AND UGLY WORLD.

HAPPINESS?

A TERRIFYING THOUGHT. I'D ONLY KNOWN *SUFFERING* IN MY BRIEF LIFE. IT WASN'T EASY. BUT IT *WAS* FAMILIAR. *COMFORTING*...

...IN AN ODD, PERVERTED WAY.

A PART OF ME *WELCOMED* SUFFERING THAT NIGHT. *SURRENDERED* TO THE FAMILIAR SPASMS. THE BURNING IN MY GUT. THE NERVE-SHREDDING PAIN, RIPPLING THROUGH EVERY INCH OF MY BODY.

I'D LIVED WITH THAT PAIN SINCE BIRTH. PART OF THE FLAWS IN WARREN'S CLONING PROCESS. IN *ME*.

HAPPINESS? I THOUGHT, AS THE WAVES OF AGONY SUBSIDED.

A DANGEROUS CONCEPT.

MEANT FOR OTHER MEN, PERHAPS.

YORKER

BUT NOT FOR *KAINE*.

LOOKIT YERSELF, *TANNEN* --

-- LAYIN' THERE READIN' YOUR MAGAZINE LIKE SOME *WOMAN*.

ZAT WHAT YOU ARE, BIGSHOT? A *WOMAN*?

WELL, I'LL *TELL* YA, LOTS OF GUYS LOCKED UP IN HERE'D LIKE T'MAKE A PRETTY THING LIKE YOU THEIR *WIFE*.

DON'T TALK T'*ME* LIKE THAT, SCUM!

NOBODY TALKS TO *VINCENT TANNEN* LIKE THAT!

SO..?

GOT THE WORD, MISTER T. DEED'S *DONE*. RAVEN'S WIFE IS *DEAD*.

WHAT ABOUT THE *KID*?

LOOKS LIKE HE'S GONNA MAKE IT.

NOT *GOOD* ENOUGH. YOU TELL OUR... *FRIEND* THAT I'M GONNA HANDLE THIS ONE --

-- IN PERSON.

HOW YOU GONNA DO *THAT*, LOCKED AWAY IN HERE?

DON'T ASK *QUESTIONS*. JUST PASS THE MESSAGE ON.

WHAT-EVER YOU *SAY*, MISTER T.

SWEAR T'*GOD*, SCUM -- YOU *EVER* TALK T' ME LIKE THAT AGAIN I'LL DROP YOU WHERE YOU *STAND*!

WHERE YOU *STAND* -- *Y'HEAR ME*?!

HELENE WAS STILL BREATHING WHEN THEY BROUGHT HER TO THE HOSPITAL.

BUT SHE DIDN'T LAST THE NIGHT.

MATTHEW WAS GOING TO SURVIVE. BUT WHAT KIND OF A LIFE WOULD IT BE FOR HIM, WITH BOTH HIS PARENTS DEAD?

MAKE NO MISTAKE, I WAS AS DEAD AS MY WIFE. ONLY DIFFERENCE WAS, TANNEN MURDERED ME...

...AND LEFT ME ALIVE TO KNOW IT.

GUESS THAT WAS WHAT HE WAS AFTER ALL ALONG. I MADE HIS WORLD A PRISON -- AND HE MADE MINE A TOMB.

BUT IT WASN'T TANNEN I WAS ANGRY AT THAT MORNING. IT WASN'T TANNEN I HELD RESPONSIBLE.

JAKE..?

IT WAS GOD HIMSELF.

-- WILLIAM SCHOPF, A PALEOBIOLOGIST AT UCLA --

--FOUND FOSSILIZED IMPRINTS OF A THRIVING MICROBIAL COMMUNITY SANDWICHED BETWEEN LAYERS OF ROCK --

-- A COMMUNITY ESTIMATED TO BE THREE-POINT-FIVE *BILLION* YEARS OLD.

THIS... ALONG WITH THE OTHER EVIDENCE WE'VE DISCUSSED... INDICATES THAT LIFE WAS WELL ESTABLISHED *ONLY* A BILLION YEARS AFTER THE EARTH'S FORMATION.

A MUCH *FASTER* EVOLUTION THAN WE'VE PREVIOUSLY ASSUMED.

THIS DISCOVERY HAS SPURRED SOME IN THE SCIENTIFIC COMMUNITY TO BELIEVE THAT... UNDER THE CORRECT LABORATORY CONDITIONS... IT MAY ACTUALLY BE POSSIBLE --

-- TO *CREATE LIFE.*

BUT *POSSIBILITIES* ARE ONE THING... *MORAL RESPONSIBILITIES* QUITE ANOTHER. AND I, FOR ONE, FEEL THAT SCIENTIFIC RESEARCH *DEVOID* OF MORALITY CAN ONLY LEAD TO *DISASTER.*

WE'LL DISCUSS WHAT *YOU* THINK IN OUR NEXT CLASS. THAT'S ALL FOR TODAY. THANKS FOR *LISTENING.*

EXCELLENT WORK, MISTER REILLY. BUT I'D EXPECT NO LESS FROM A YOUNG MAN RECOMMENDED BY *SEWARD TRAINER.*

SO I CAN STAY ON AS YOUR *ASSISTANT?*

WITHOUT QUESTION.

I'LL SEE YOU IN MY OFFICE TOMORROW MORNING--

--SEVEN-THIRTY SHARP... AND WE'LL GO OVER THE CURRICULUM IN MORE DETAIL.

THANK YOU, PROFESSOR WHITE.

YOU'RE MOST WELCOME, MISTER REILLY.

First day on the job went better than I'd dreamed -- and I was feeling pretty PLEASED with myself.

Started to imagine what it would be like to make teaching my career.

Challenging young minds, I decided, was far more valuable than wrapping myself up like the Mummy and punching out lowlifes.

But then I remembered that the credentials that GOT me the job were all fraudulent. Not just my credentials --

-- my very IDENTITY.

Clones, I reminded myself, don't have careers. No, I'd stick around Salt Lake for a month or so, pocket some cash...

HEY!

...and then hit the road again.

HEY -- JANINE!

WHAT DO YOU WANT?

LOOK, I... ah... I KNOW WE WERE SUPPOSED TO GO *OUT* LAST NIGHT... BUT uh... SOMETHING CAME UP -- A LAST MINUTE *EMERGENCY* --

-- AND I REALIZED I DIDN'T HAVE YOUR *PHONE NUMBER*, AND --

Oh, LOOK... ANYTHING I SAY'S GONNA SOUND LIKE A LAME EXCUSE. AND IT PROBABLY *IS*.

I'M *REALLY* SORRY. DO YOU... UM... DO YOU THINK WE COULD MAYBE...

Y'KNOW, YOU'VE REALLY GOT THIS *SINCERITY* THING DOWN TO A SCIENCE.

THAT MEAN I CAN TAKE YOU TO *DINNER* TONIGHT?

NO.

"IT MEANS YOU CAN TAKE ME TO *LUNCH*. RIGHT *NOW*."

She told me later that she had no idea why she SAID that -- when what she WANTED to do was walk away. "BUT... ALL OF A SUDDEN... LOOKING IN YOUR EYES WAS LIKE LOOKING IN THE EYES OF MY OLDEST AND DEAREST FRIEND."

I knew exactly what she meant.

I don't believe in reincarnation -- but I swear it was like we'd known each other in a previous life... and we were simply picking up where we'd left off, a thousand years, a thousand TIMES, before.

And so the man who claimed that his life was a fraud, that he could never allow himself to be intimately connected with another human being... TO LOVE...

...handed over his heart without a fight.

TROLLEY SQUARE

But, as that magical week went on, I was constantly aware of an undercurrent of fear... for EACH of us, I later discovered.

SECRETS that couldn't be shared. WORDS that went unspoken.

MASKS that never came off.

Janine made me feel like a normal MAN... capable of living a normal LIFE. So why did I find myself, each night after I left her apartment, crawling into every dark corner of Salt Lake City...

...waging a one-man war against Vincent Tannen's organization...

...stopping Drug Shipments... Arms Deliveries... pulling his mob apart, piece by piece?

WAS it my sense of responsibility? The part of me that wanted to make sure that no more innocents like Helene Raven were trampled under Tannen's bootheels?

Or was it the mystery of the night... the love of danger... the search for THRILLS?

Or maybe I was so terrified of what was happening so QUICKLY with Janine... that I NEEDED to hide behind a mask...

...secure in the Spider's loneliness.

AMAZING, ISN'T IT?

HOP IN THE CAR AND IN TEN MINUTES YOU LEAVE THE CITY BEHIND. YOU'RE UP HERE, ON TOP OF THE WORLD.

ABOVE ALL THE STRUGGLE AND SUFFERING. THE BLOOD AND ANGUISH.

LOOK AT THE *STARS*, LOUISE --

-- GREAT FLAMING LIGHTS... FIGHTING AGAINST THE DARKNESS OF THE NIGHT SKY.

THAT'S *YOU*. MY LIGHT IN THE DARKNESS.

I DON'T *KNOW*, KAINE. I THINK *MY* LIGHT DIED --

-- A LONG TIME AGO.

NO.

WE'VE GOT NOTHING TO *HIDE* FROM EACH OTHER. WE'RE *BOTH* SCARRED.

WE'RE *NOT* THE SAME, LOUISE. DON'T *EVER* SAY THAT. YOU HAVE NO IDEA WHO I AM. *WHAT* I AM.

THAT'S WHY WE'RE *TOGETHER*, ISN'T IT? BECAUSE WE KNOW THAT WE'RE THE *SAME*?

YES, I *DO*.

YOU'RE THE *NIGHT SKY*. YOU'RE THE *DARKNESS*.

AND THAT'S WHY I *LOVE* YOU.

FOR ONE NIGHT, MY HEART FLAMED LIKE A DISTANT STAR... ILLUMINATED EVERY CORNER OF MY WRETCHED SOUL. FOR ONE NIGHT...

...I WAS HAPPY.

THE UNIVERSITY MEDICAL CENTER OFFERED THE BEST CARE IN SALT LAKE CITY.

BUT ALL THE DOCTORS IN THE WORLD COULDN'T DO FOR MATTHEW WHAT HIS FATHER COULD.

SO WHY WASN'T I IN THERE, AT MY SON'S BEDSIDE, HOLDING HIM IN MY ARMS, WHISPERING WORDS OF COMFORT AND LOVE?

WHY HADN'T I VISITED HIM ONCE SINCE THE BOMBING?

WAS I AFRAID OF LOOKING IN HIS EYES -- SO LIKE HIS MOTHER'S -- AND SEEING HELENE STARING BACK AT ME?

OR WAS I EVEN MORE AFRAID OF LETTING MATTHEW SEE ME (HIS POLICEMAN FATHER, HIS PILLAR OF STRENGTH)...

...BROKEN AND WOUNDED...

...STRIPPED OF ALL FAITH?

A week of magic... of love too sacred to be spoken. I'd never known anything like it. Not with Mary Jane, not even with Gwen.

Yet, beneath the magic, the fear was always there. The secrets.

NO.

NO?

Y-YOU'RE A GOOD MAN, BEN. BUT I CAN'T.

I JUST...

I CAN'T.

THIS HAS TO STOP. NOW.

THE SHADOWS OF THE PAST.

GOODBYE, BEN.

I didn't ask why.

Didn't think I DESERVED to. Who was I to expect love to last? Who was I to grasp at happiness?

Better to be alone in the night, high above the world...

...I could never truly be a PART of.

NOOO!

KAINE -- WHAT IS IT?

SPASMS. BURNING IN MY GUT. NERVE-SHREDDING PAIN...

...RIPPLING THROUGH EVERY INCH OF MY BODY.

KRUKK

SHAK

WHAT'S WRONG--?

I'D LIVED WITH IT EVERY MINUTE OF EVERY DAY SINCE I CRAWLED UP OUT OF WARREN'S CLONING VATS.

MAKE IT STOP.

BUT NEVER LIKE THIS.

MAKE IT

STOP!

KRASH

NICE WORK, BOYS.

VERY NICE.

YOU'RE MAKIN' ME A HAPPY MAN. AN' IF *JIMMY "THE MOUTH"* IS HAPPY --

-- THEN HIS *UNCLE VINCENT* IS HAPPY. AN' IF UNCLE VINCENT'S HAPPY --

-- EXCEPT THE POOR FOOLS WHO ARE SHOOTING THAT JUNK INTO THEIR *VEINS.*

WHAT ABOUT *THEM,* JIMMY-BOY?

-- EVERYONE STAYS *ALIVE.*

EVERYONE, THAT IS --

WHO THE #%*$!!?

KUPF

TUK

WHAT ABOUT THEM?!

I was lying.

I didn't give a damn about Tannen's victims. All I cared about was me.

For three unbearable years, I'd been riding a river of rage and frustration...

CHAKK

SPAKK

...and that night the river overflowed its banks. Became a FLOOD of blood and broken bones.

It was only when I realized how much I was ENJOYING it...

...that I pulled back.

POWER -- that's what it came down to, wasn't it?

POWER -- and RESPONSIBILITY.

MY responsibility.

Oh, GEEZ... Oh, GEEZ... Oh --

MY GOD!

Whether I liked it or not.

...AND *PAIN* WOULD BECOME TOO *SMALL* A WORD.

KAINE--?

REILEEEE!

DON'T *HURT* ME! I'M *BEGGIN'* YA -- *P-PLEASE* -- DON'T *HURT* ME!

PROFESSOR WARREN HAD *WARNED* ME. TOLD ME THE DAY WOULD COME WHEN MY CELLULAR DEGENERATION WOULD *ACCELERATE*.

WHEN MY FLESH WOULD SPLIT AND CANKER...

AND NOW THAT IT HAD FINALLY *HAPPENED*...

...I NEEDED A *RECEPTACLE* FOR THAT PAIN.

KUPF

SOMEONE TO SUFFER *WITH* ME. BURN *WITH* ME.

I NEEDED *REILLY*.

KAINE -- WHAT ARE YOU *DOING?* WHY ARE YOU --

SHUT UP!

I KNEW WHO HE TRULY WAS, EVEN IF *HE* DIDN'T: NOT A CLONE LIKE ME -- BUT *A MAN!*

A *NORMAL MAN* WHO'D NEVER EXPERIENCE THE DEGENERATION, THE SUFFERING AND HUMILIATION, THAT I WAS.

SHUT UP!

IT WAS THEN, I THINK, THAT OUR WAR TRULY BEGAN. IT WAS THEN I REALIZED...

...HOW MUCH I *LOATHED* HIM.

RUNK!

KILLING HIM, I DECIDED, WOULD BE TOO EASY.

SKLUK

FOR BOTH OF US.

I VOWED TO DEVOTE THE REST OF MY DAYS TO TORMENTING HIM. DENYING HIM HAPPINESS.

RATCH

WHUT

SHARING MY PAIN.

SO YER FRIEND LEFT YA *ALIVE*, Huh? LET'S SEE WHAT I CAN DO T'FIX --

-- THAT.

Uh-uh, JIMBO.

KLIK

K- KENNEDY?!

YOU'RE NOT GONNA KILL HIM.

I AM.

I THINK YOU'D LIKE THAT... *WOULDN'T* YOU --

"-- MISTER TANNEN?"

LOST YEARS CONCLUDES NEXT MONTH!

Ben Reilly: A man once known as *Peter Parker* — who led another life as the costumed, super-powered crimefighter, *Spider-Man* — now believes himself to be merely a clone of the man he was. After years of self-imposed exile from the life he knew, his wanderings have brought him to Salt Lake City, a new job, and a possible new romance, all amidst the growing threat of a local organized crime syndicate.

Kaine: The first, flawed clone of Peter Parker, obsessed with a burning hatred of the original, and dedicated to tearing apart Reilly's attempts at a normal life. His hard heart has been softened by a woman with a secret darkness of her own . . . though the genetic deterioration raging in his cells threatens to cut short his tenuous grip on happiness and sanity.

The chronicle of Spider-Man's hidden past continues as these two men on a collision course with destiny finally meet — at a violent crossroads that will change both their lives forever!

MARVEL SELECT

#3
OCT

SPIDER-MAN

THE LOST YEARS

DEMATTEIS
ROMITA JR.
JANSON

JRJR + JANSON

STAN LEE PRESENTS:
SPIDER-MAN
THE LOST YEARS

AFTER ALL THE INSANITY I'D LIVED THROUGH IN THE YEARS AFTER MILES WARREN *CLONED* ME FROM PETER PARKER'S CELLS...

...I DIDN'T THINK ANYTHING COULD SHOCK ME.

YET THERE I WAS, ON THE ROOF OF THAT SALT LAKE CITY WAREHOUSE -- FACE PRESSED AGAINST THE GLASS, EYES WIDE WITH SURPRISE...

...AND COLD HORROR.

PART THREE:

THE TRUTH

NOT BECAUSE OF THE PAIN THAT WAS EXPLODING THROUGH MY NERVE-ENDINGS.

NOT BECAUSE MY CELL STRUCTURE HAD SUDDENLY DEGENERATED -- TURNING ME INTO A HIDEOUS CARICATURE OF A MAN.

NO, THOSE THINGS I COULD ENDURE. OR AT LEAST I COULD *LEARN* TO.

BUT THE SIGHT OF *LOUISE KENNEDY* -- POINTING A GUN AT *BEN REILLY'S* HEAD...

...WHILE MOB-BOSS *VINCENT TANNEN* AND HIS SYCOPHANT NEPHEW LOOKED ON...

...*THAT* WAS TOO *MUCH* TO TAKE.

SO --

-- *THIS* IS THE SCUM WHO'S BEEN SCREWING UP OUR OPERATION?

DOESN'T LOOK LIKE MUCH TO *ME*.

BLOW HIS *BRAINS* OUT.

NO.

NOT IN FRONT OF THE *BOY*.

YOU'LL DO WHAT I TELL YOU TO DO. WHAT I *PAY* YOU TO DO.

MATTHEW RAVEN'S EYES BUGGED OUT WHEN HE HEARD THAT.

SO WAS *MINE.*

GET THE BOY OUT OF HERE.

HE DOESN'T HAVE TO SEE THIS.

A SOFT SPOT FOR KIDS, Huh?

I CAN UNDERSTAND THAT.

I'VE GOT THREE OF MY *OWN.*

TAKE HIM BACK TO MY PLACE, *"MOUTH."*

AND TRY NOT TO SCREW THIS UP LIKE YOU DO EVERYTHING *ELSE.*

S-SURE THING, LINC. *SURE THING.*

LOUISE WAS A POLICE DETECTIVE. HIS FATHER'S *PARTNER.* SHE COULDN'T *POSSIBLY* BE ON TANNEN'S PAYROLL.

HIS MIND WAS RACING... SEARCHING FOR OTHER EXPLANATIONS.

-:SIGH:-
YOU *KNOW* YOUR LITTLE FRIEND'S GONNA END UP AS DEAD AS HIS *MOTHER.* RAVEN'S GOTTA PAY FOR WHAT HE DID TO THE *ORGANIZATION.*

BUT MATTHEW'S SO YOUNG. HE DOESN'T UNDERSTAND WHA --

UNTIL THAT MOMENT I WASN'T SURE. SHE *COULD* HAVE BEEN UNDERCOVER. THE WHOLE THING *COULD* HAVE BEEN A SETUP TO PUT THE FINAL NAIL IN TANNEN'S COFFIN.

DON'T *ARGUE* WITH ME --

-- JUST PULL THE *TRIGGER.*

YES, SIR.

KLICK

BUT THERE WAS SOMETHING IN HER VOICE, IN HER EYES. A HUNGER... A *BLOODLUST*... I KNEW ALL TOO WELL.

LOUISE!

I THOUGHT SHE'D WRESTLED WITH *HER* DEMONS AND WON; CHANNELED *HER* PAIN INTO A LIFE OF SERVICE TO THE *LAW*..

I THOUGHT SHE WAS MY *HOPE*.

WHEN I HELD LOUISE IN MY ARMS -- I WAS CLINGING TO MY OWN *SALVATION*.

BUT THAT NIGHT I REALIZED, WITH UTTER FINALITY, WHAT A *FOOL* I'D BEEN. HOPE AND SALVATION WERE ILLUSIONS.

AND LOVE --

LOVE WAS THE BIGGEST LIE OF *ALL*.

YOU BETRAYED ME!

KAINE --

KAINE... WHAT IN GOD'S NAME HAS *HAPPENED* TO YOU? WHY ARE YOU --

AND I'M GOING TO *KILL* YOU FOR IT!

STAY *OUT* OF THIS!!

PAK

NO!

REILLY?

I'd started to regain consciousness a few minutes earlier, but I'd been too weak, too badly beaten, to move.

The joke of it is, Kaine probably saved my life by coming back when he did.

So why was I risking my neck trying to save the woman who'd been about to murder me?

I don't know if I was. In some crazy way...

...I think I was trying to save him.

Maybe it was the connection we shared -- the fact that Kaine was created from my genetic matrix -- or maybe it was just intuition...

...but I sensed that, if he did this, if he killed Louise Kennedy...

...he'd be killing a part of himself. The BEST part.

KRESSH

And there'd be no turning back.

WHY WON'T YOU LISTEN?!

WHY WON'T YOU --

I TOLD YOU... TO STAY OUT OF THIS!

ARK

Back then I didn't know Kaine was my clone -- an imperfect clone, diseased and dying.

I just knew he was in pain and that -- against all logic -- I wanted to HELP him.

But I COULDN'T. Not with Matthew Raven out there...

FUT FUT FUT FUT FUT FUT

CHASE

GET IN.

BUT, KAINE...HE'S GONNA --

GET IN THE CAR.

NOW.

HEY!

HEY -- COME BACK!

Y'CAN'T JUST LEAVE ME HERE WITH THIS STUPID --

LET THE BOY GO.

... in that vulture's hands.

SKRUD

KLOOSH

IT'S ALL RIGHT, MATTHEW.

DON'T BE AFRAID. I WON'T HURT YOU.

I SWEAR TO GOD I WON'T.

I SWEAR TO GOD.

MY SON WAS GONE.

TAKEN FROM THE HOSPITAL WHERE HE'D BEEN FIGHTING FOR HIS LIFE.

IT WAS TANNEN'S DOING, I KNEW IT. JUST LIKE IT WAS TANNEN WHO KILLED HELENE.

BUT I WASN'T ANGRY AT TANNEN. OR AT THE GUARDS WHO SHOULD HAVE DONE A BETTER JOB OF PROTECTING MY BOY.

IT WAS GOD I HELD RESPONSIBLE. GOD I RAGED AT. GOD I CURSED.

ALL MY LIFE, I TOLD HIM, IN THE SILENCE OF MY SOUL, I TRUSTED YOU. KEPT *FAITH* WITH YOU.

ALL MY LIFE!

AND THIS IS HOW YOU REPAY ME? BY TAKING THE THINGS I TREASURE MOST? BY BREAKING MY HEART, SHATTERING MY SPIRIT?

WELL, IF *THAT'S* THE KIND OF GOD YOU ARE... THEN I *RENOUNCE* YOU! I TURN MY BACK ON YOU!

BUT, EVEN AS THOSE WORDS FORMED, I **KNEW** THEY WERE LIES. KNEW THAT... EVEN IN THIS HORRIBLE DARKNESS... I STILL HELD ON TO A SMALL, FLICKERING LIGHT...

...OF *FAITH.*

MATTHEW?

POPPA!

THAT'S *TWICE* YOU'VE SAVED ME. WHO *ARE* YOU? WHY ARE --

VINCENT TANNEN'S NOT IN JAIL.

IMPOSSIBLE! HE'S LOCKED UP TIGHTER THAN--

I *SAW* HIM TONIGHT. BIG AS LIFE.

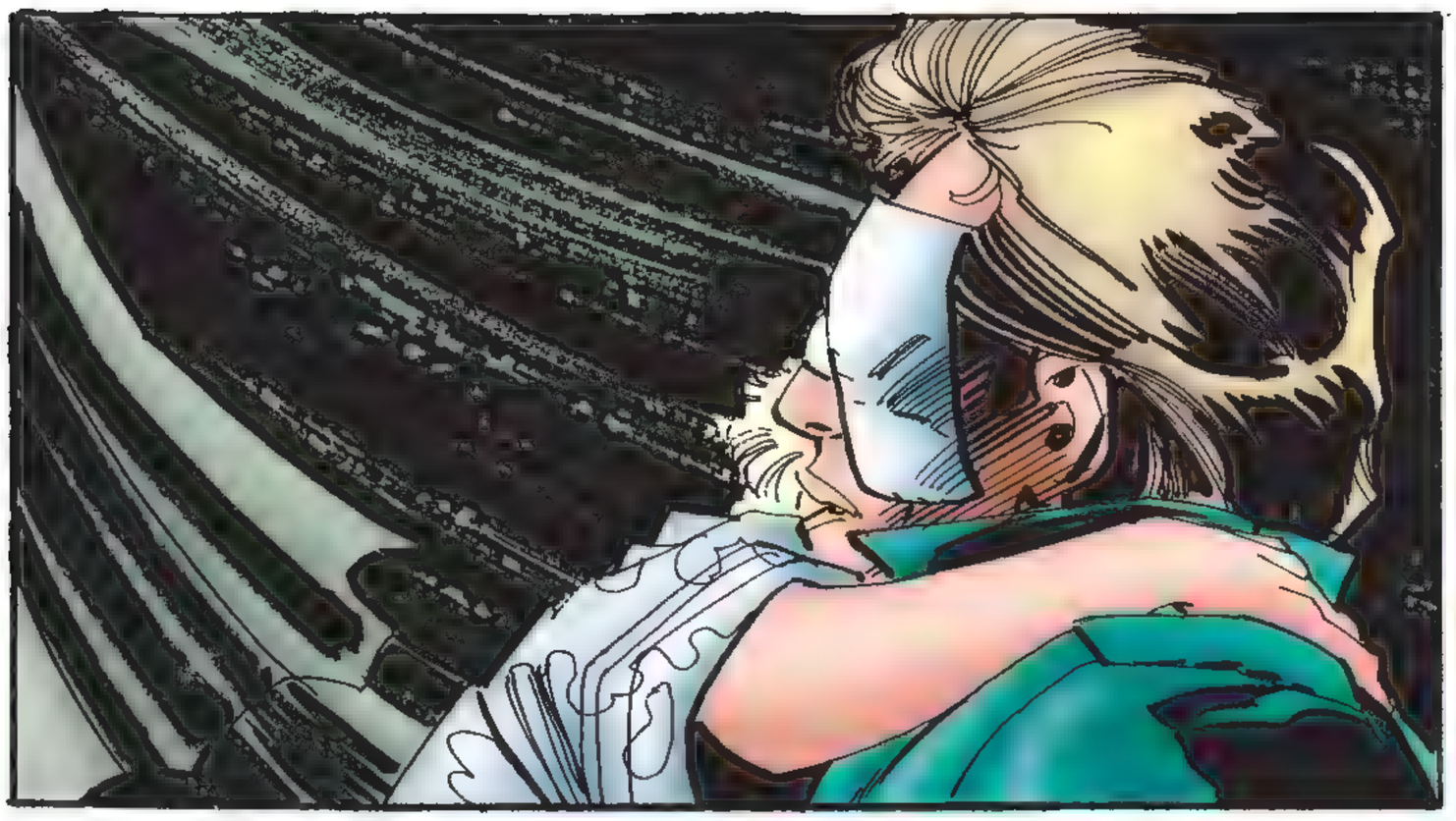
AN' *AUNT LOUISE* WAS THERE, TOO, POPPA.

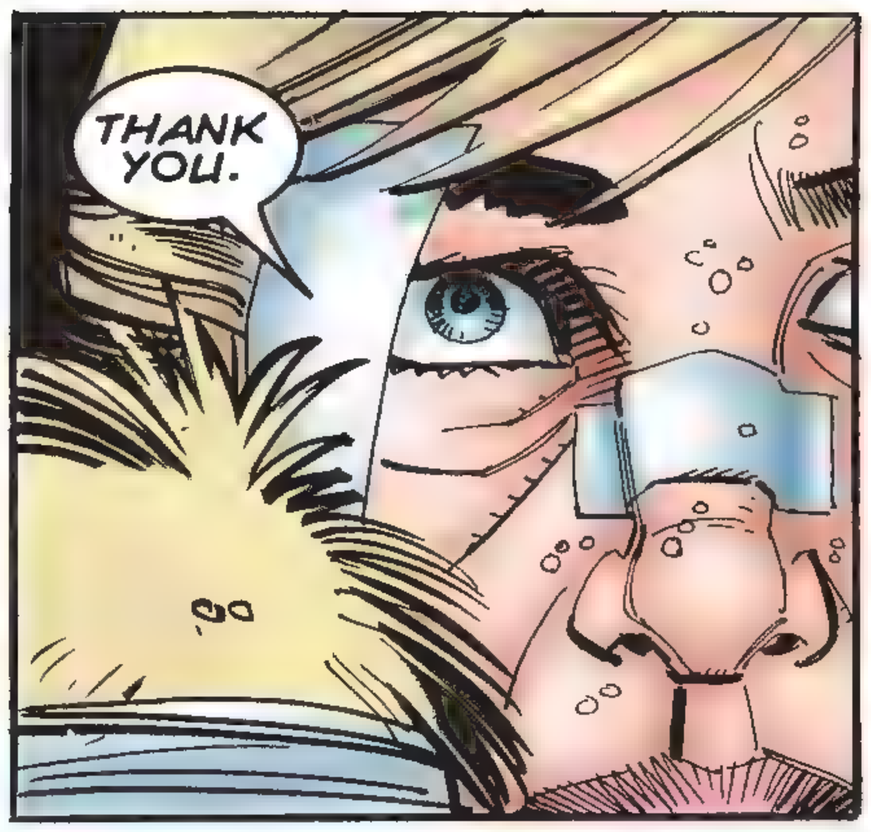
KENNEDY? IS SHE --?

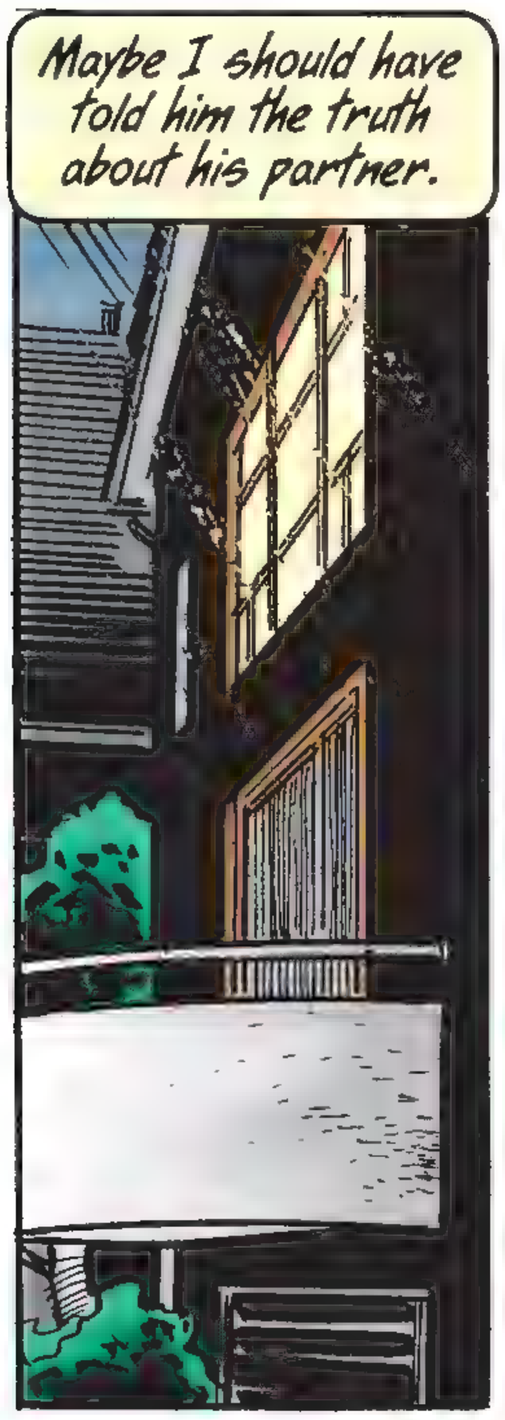
SHE'S --

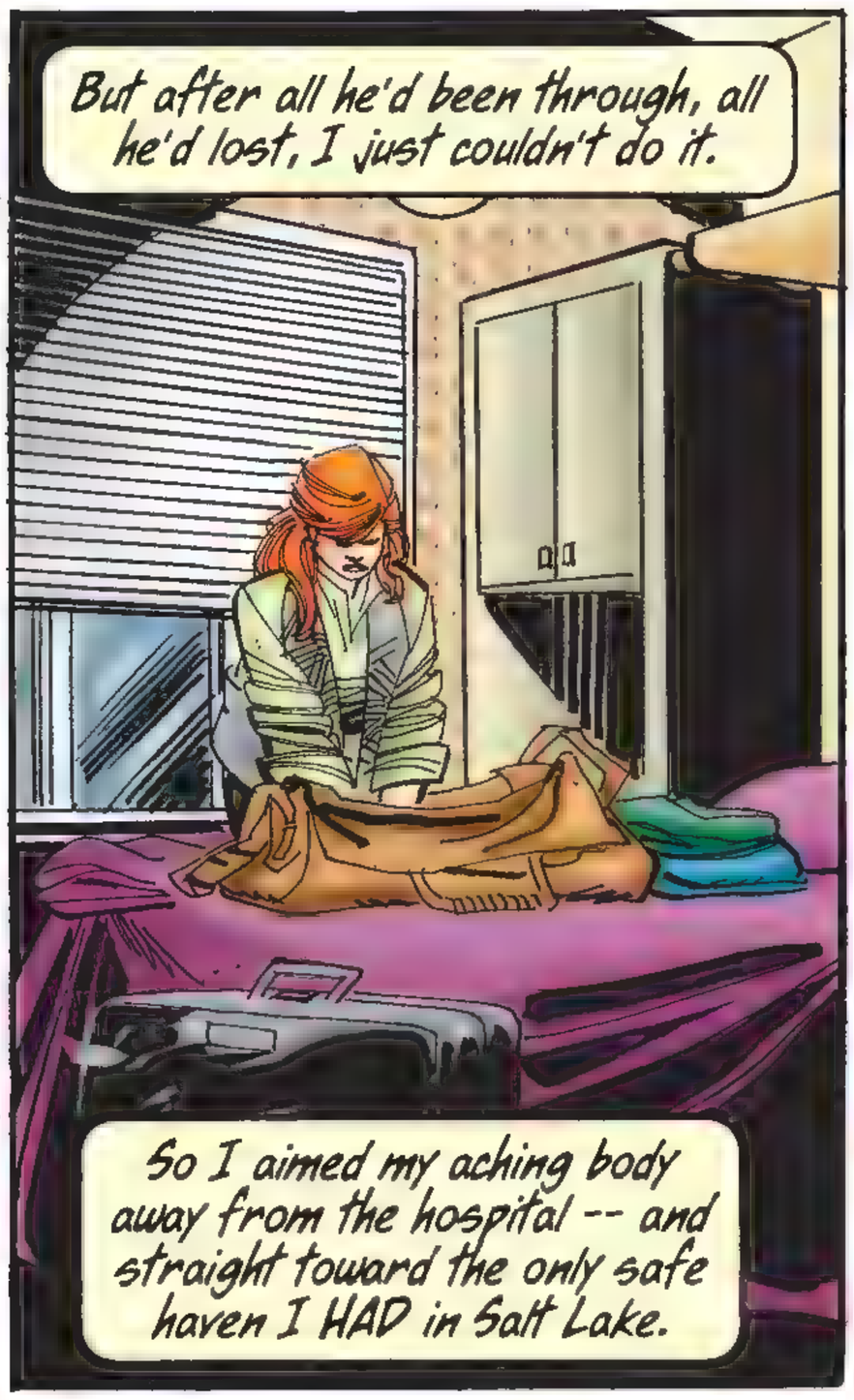
SHE'S FINE, *DETECTIVE RAVEN.*

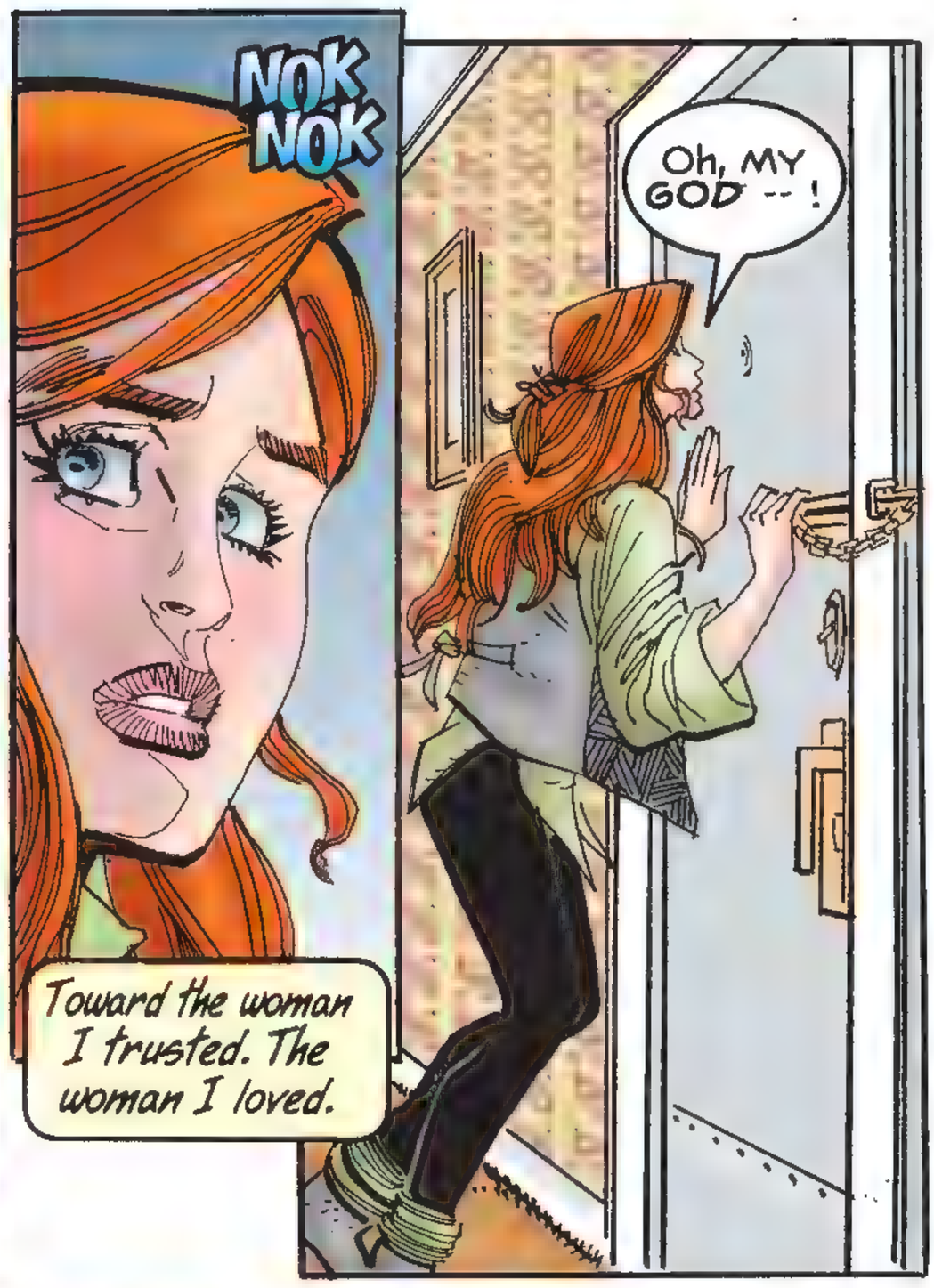
NOW YOU TAKE GOOD CARE OF THAT *BOY.*



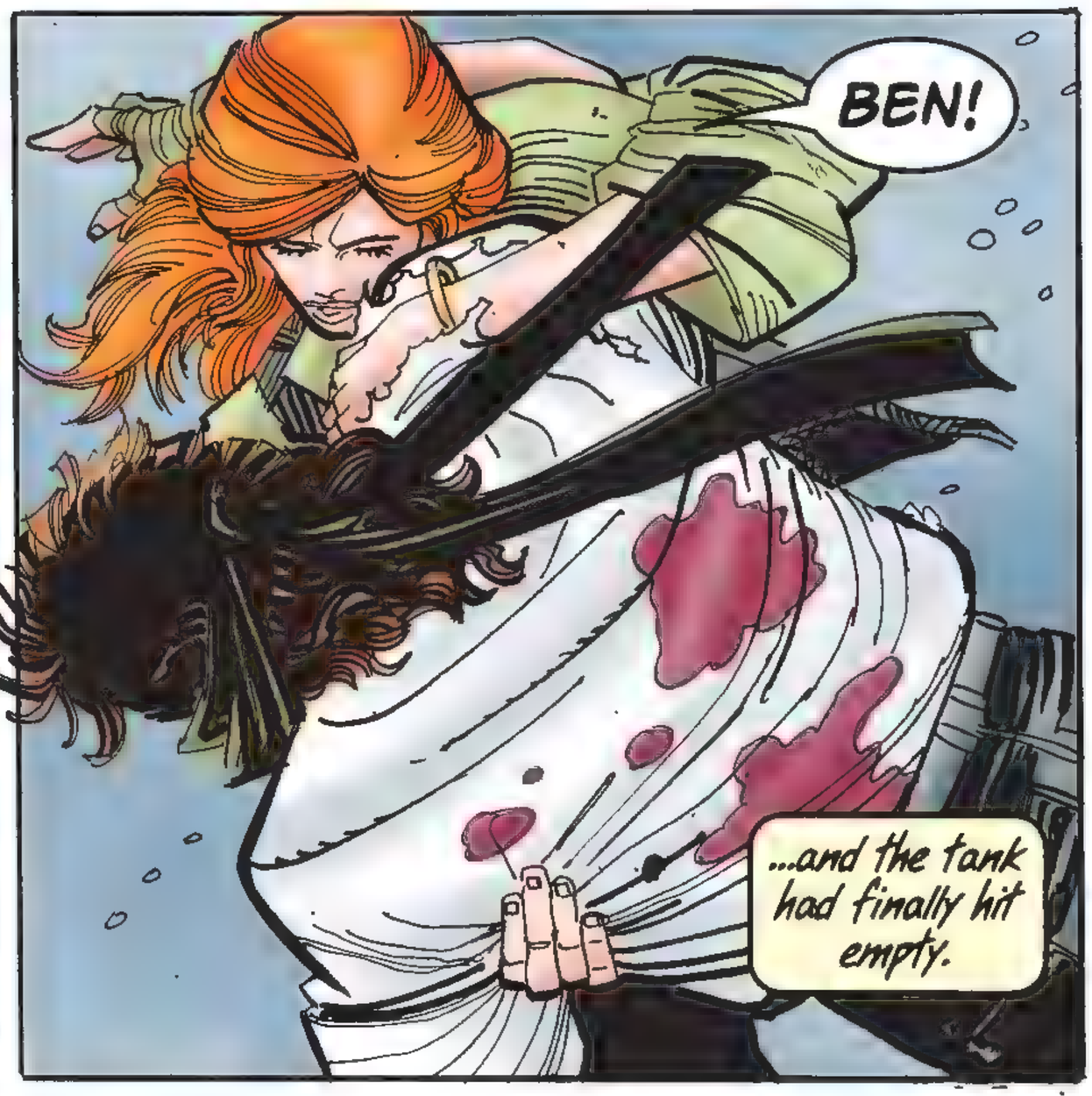

THANK YOU.


Maybe I should have told him the truth about his partner.


But after all he'd been through, all he'd lost, I just couldn't do it.
So I aimed my aching body away from the hospital -- and straight toward the only safe haven I HAD in Salt Lake.


NOK NOK
Toward the woman I trusted. The woman I loved.
Oh, MY GOD -- !

J-J --
-- JANINE --
I'd been running on adrenaline for hours...


BEN!
...and the tank had finally hit empty.

BEN... DON'T WORRY. I'M HERE.

WHATEVER'S HAPPENED, I'LL TAKE *CARE* OF YOU.

JUST REST NOW, SWEET MAN.

REST.

I PROMISE YOU --

I WON'T LEAVE

Ohhh...

...HOW LONG... HAVE I BEEN OUT?

'BOUT AN HOUR. HOW DO YOU FEEL?

JUST GREAT. NEVER BEEN BETTER. WANNA... GO OUT DANCING OR SOMETHING?

MIND TELLING ME WHAT *HAPPENED* TO YOU?

LONG STORY.

I'VE GOT PLENTY OF TIME.

I--

I CAN'T.

WHAT DO YOU MEAN YOU CAN'T? DON'T YOU *TRUST* ME?

I did trust her. And I WANTED to tell her. Wanted to get it ALL out... the whole horrible story.

But I was certain that, if I did... if she found out that Ben Reilly was a wall-crawling freak (worse: the CLONE of a wall-crawling freak!)...

...she'd walk out the door and never come back.

JANINE... I JUST CAN'T. THERE ARE THINGS THAT --

HEY --

-- YOUR *BAGS* ARE PACKED.

WHERE ARE YOU GOING?

WHERE. DOESN'T MATTER. I JUST -- I HAVE TO LEAVE.

WHAT? WHEN WILL YOU BE BACK?

I'M NOT COMING BACK.

AND YOU WERE JUST GOING TO GO -- WITHOUT TELLING ME? WITHOUT SAYING GOODBYE?

WHY?

I CAN'T EXPLAIN. IT'S TOO... COMPLICATED.

A LITTLE WHILE AGO, YOU PROMISED ME YOU WOULDN'T LEAVE. NOW YOU'RE WALKIN OUT THE DOOR AND OUT OF MY *LIFE*?

DON'T MAKE THIS HARDER THAN IT ALREADY IS.

JANINE... *WAIT* --

I LOVE YOU.

I LOVE YOU IN A WAY I'VE NEVER LOVED ANY WOMAN BEFORE.

AND I'LL TELL YOU EVERYTHING... *EVERYTHING*... I *SWEAR* IT --

-- BUT IT HAS TO WORK BOTH WAYS.

MY NAME --

-- ISN'T JANINE GODBE. IT'S ELIZABETH. *ELIZABETH TYNE* --

-- AND --

-- I'M A *MURDERER*.

I FOUND OUT LATER THAT LOUISE HAD HERSELF *COVERED* THE NIGHT RAVEN'S HOUSE WAS BOMBED.

ACE'S

MY BROTHER *TRUSTED* ME!

IT WAS ALL ARRANGED THAT SHE'D BUST TANNEN'S NEPHEW, JIMMY "THE MOUTH" -- AND THEN GET HIM OFF LATER ON A TECHNICALITY.

THIS WAY IF ANYONE WANTED TO KNOW WHERE SHE WAS WHEN HER PARTNER'S HOUSE WENT UP -- SHE HAD AN AIR-TIGHT ALIBI: SHE WAS BUSTING THE VERY LOWLIFES THAT *DID* IT.

PROBLEM WAS, JIMMY GOT HIMSELF TOO DRUNK TO MAKE IT. SO HE SENT HIS PAL *DUKE* INSTEAD.

AND LOOK AT WHAT I'VE DONE WITH THAT TRUST!

ONLY HE FORGOT TO FILL DUKE IN ON THE DETAILS.

LOOK AT WHAT I'VE DONE TO *HIM!*

AAAAH

SO DUKE AND HIS BOYS WERE READY TO WASTE LOUISE WHEN I CAME CRASHING IN TO SAVE THE DAY LIKE A HERO. LIKE A FOOL. LIKE...

...*BEN REILLY.*

THE COPS ARE ALL OVER THAT WARE-HOUSE.

WE LOST THE BOY.

WE LOST *EVERY-THING!*

YOU'VE LOST BEFORE. BUT THE TANNENS ALWAYS COME BACK. *ALWAYS.*

TELL THAT TO MY BROTHER -- ROTTING THERE IN PRISON.

SHE WAS LYING TO ME FROM THE START. AND I EMBRACED HER LIES... HELD TIGHT TO THEM... LIKE MY LIFE DEPENDED ON IT.

AND MAYBE IT *DID.*

Mr. TANNEN... *PAUL*... YOU NEED TO *REGROUP*. GET IN TOUCH WITH YOUR BROTHER AND --

MY BROTHER. YOU THINK HE'LL EVEN TALK TO ME AFTER THE *MESS* I MADE OF THINGS? WHEN HE KNEW HE WAS GOING TO JAIL HE CALLED ME IN BOSTON... ASKED ME TO COME RUN THINGS FOR HIM.

"VINCE, I CAN'T," I SAID. "I'M A LEGITIMATE BUSINESSMAN. IF I GET INVOLVED IN THIS --"

"I'M YOUR BROTHER," HE SAID. "I'M FAMILY -- AND I NEED YOU."

HOW COULD I SAY NO? WE'RE *TWINS*. LIKE *ONE SOUL* IN TWO DIFFERENT *BODIES*.

HOW COULD I SAY NO?

Oh, YES -- I WAS QUITE THE HERO. RESCUED THE DAMSEL IN DISTRESS.

WELL, I'M HOLDING YOU RESPONSIBLE -- YOU HEAR ME?

YOU GOT ON THE PAYROLL BECAUSE YOU WERE ON THE INSIDE! YOU *SWORE* YOU COULD STOP THIS KIND OF THING FROM *HAPPENING.*

AND THAT NIGHT I INTENDED TO RESCUE HER...

...TIME...

...ONE...

...LAST...

SNAKT

KAINE --!

...SO I COULD HAVE THE PLEASURE OF KILLING HER *MYSELF.*

D-DON'T MAKE ME *SHOOT* YOU, KAINE. I... I DON'T *WANT* TO.

WHATEVER'S GONE WRONG CAN'T CHANGE WHAT WE'VE SHARED. CAN'T CHANGE THE FACT --

-- THAT I LOVE YOU.

LOVE. LOVE IS A LIE. I KNEW IT THEN. I KNOW IT STILL.

BUT WHEN SHE SPOKE THOSE WORDS...

...THOSE WORDS THAT NO OTHER LIVING SOUL HAD EVER SAID TO ME...

...MY RAGE JUST... MELTED. AND, FOR THE FIRST TIME IN MY BRIEF LIFE...

...I WEPT.

THIS IS HARD FOR ME, BEN. I... I'VE NEVER TOLD *ANYONE* THIS BEFORE.

TRUTH IS... I DIDN'T KNOW IT *MYSELF* FOR A LONG TIME.

SOMETIMES... THERE ARE THINGS THAT ARE SO TERRIBLE THAT THE MIND CAN'T *CONTAIN* THEM. SO WE JUST PUSH THE MEMORIES AWAY.

PRETEND IT NEVER *HAPPENED*.

"BUT IT *DID* HAPPEN.

"ALMOST EVERY NIGHT OF MY LIFE, FROM THE TIME I WAS A LITTLE GIRL --

"-- IT *HAPPENED*."

"I MOVED AWAY. I GOT A JOB. I MADE A LIFE.

"AND THEN, SLOWLY AT FIRST, I STARTED TO *REMEMBER*... THE DISGUSTING THINGS MY *OWN FATHER* HAD BEEN *DOING* TO ME, NIGHT AFTER HORRIBLE NIGHT... TILL I WAS SEVENTEEN YEARS OLD.

"AND THEN ALL THE RAGE I'D DENIED FOR SO MANY YEARS --

"-- CAME ROARING OUT."

AND I RAN.

AND I'VE *BEEN* RUNNING --

-- EVER SINCE.

JANINE -- !

HOW CAN YOU *HOLD* ME LIKE THIS?

D-DON'T YOU *HATE* ME? DON'T I *DISGUST* YOU?

I LOVE YOU.

BUT HOW... HOW CAN YOU *POSSIBLY* LOVE SOMEONE LIKE ME?

FUNNY.

I COULD ASK YOU THE SAME THING.

And that's when...

... I told her.

WHY?

WHY ALLY YOURSELF WITH A MAGGOT LIKE TANNEN?

YOU -- WERE MY LIGHT... SHINING IN THE DARKNESS.

THE TANNENS OF THE WORLD -- -- THEY *ARE* THE DARKNESS. AND, IN THE END, THE DARKNESS ALWAYS *WINS*.

Ah, KAINE... KAINE... *KAINE* --

-- YOU TRULY DON'T *UNDERSTAND*, DO YOU?

SO MANY YEARS OF FIGHTING AGAINST IT -- AND I FINALLY REALIZED WHAT AN *IDIOT* I WAS.

WHY FIGHT... WHEN YOU CAN *SURRENDER* TO IT... *GLORY* IN IT?

BUT, YOU --

-- WERE MY ONLY HOPE.

AND IN AN ODD WAY -- -- YOU WERE *MINE*, TOO.

EVEN THEN I WANTED TO CALL OUT TO HER... BEG HER NOT TO LEAVE ME.

BUT I'D HUMILIATED MYSELF ENOUGH. EVEN *PROFESSOR WARREN* HADN'T MADE ME FEEL SO SMALL, SO... RIDICULOUS.

THEN WHY DID I CLING TO THOSE FEELINGS; *EXULT* IN THEM? WHY DID I DRINK FROM MY CUP OF SHAME SLOWLY... *RELISHING* EACH SMALL SIP?

PERHAPS BECAUSE THE SOURCE OF MY SHAME WAS *HER*. THE ONLY LOVE I'D EVER KNOWN. THE ONLY LOVE I EVER *WOULD* KNOW. AND I WANTED TO SAVOR EVEN THE *DREGS* OF THAT LOVE...

...BEFORE I DESTROYED HER.

I'D BEEN CHECKING AND RE-CHECKING THE FACTS FOR MONTHS...

...SINCE I FIRST STUMBLED ONTO THE POSSIBLE CONNECTION BETWEEN JANINE GODBE AND ELIZABETH TYNE.

AND I WAS FINALLY SURE THEY WERE THE SAME WOMAN.

I KNEW JANINE. **LIKED** HER. MY GUT TOLD ME SHE WASN'T THE KILLING KIND. BUT IN THE END -- THAT WAS FOR THE LAW TO DECIDE.

GOD AND THE LAW: THEY'RE THE ONLY THINGS WE CAN **DEPEND** ON IN A WORLD WHERE PEOPLE...

...AREN'T ALWAYS WHAT THEY SEEM.

JAKE..?

LOU --! YOU ALL RIGHT?

WHY WOULDN'T I BE?

MATTHEW SAID YOU WERE AT THE McKENNA WAREHOUSE TONIGHT. AND THAT *VINCENT TANNEN* WAS THERE, TOO.

NOT VINCE... HIS BROTHER, *PAUL*. AND I ALMOST HAD HIM, JAKE.

BUT... ah... A COUPLE OF TANNEN'S BOYS GOT CRAZY... ALMOST TORE THE PLACE APART. TANNEN AND *"THE MOUTH"* TOOK OFF.

BUT, DON'T WORRY -- I'LL NAIL THEIR SORRY BUTTS.

ACTUALLY... *"THE MOUTH'S"* ALREADY IN **CUSTODY.**

WHAT? WHO BUSTED HIM?

THE SAME MYSTERY MAN WHO BROUGHT MATTHEW BACK -- AND SAVED **ME** FROM TANNEN'S GOONS.

"MOUTH" HAVE ANYTHING... *INTERESTING* TO SAY?

NOTHING YET. JUST WHINING FOR HIS LAWYER.

BUT I CAN'T WORRY ABOUT JIMMY RIGHT NOW.

I'VE GOT TO TAKE CARE OF THE **GODBE** SITUATION.

NOW?

WHY NOT?

THEN I'M GOING WITH YOU.

*LOOKING BACK, I DON'T UNDERSTAND WHY SHE CAME. IF SHE **WAS** THE VILLAIN THE PAPERS MADE HER OUT TO BE, SHE SHOULD HAVE RUN.*

BUT THAT'S THE THING ABOUT PEOPLE...

...THEY'RE NOT ALWAYS WHAT THEY SEEM.

TELLING her my incredible tale was one thing...

...but I had to give Janine some concrete proof that I wasn't just some... delusional LUNATIC.

So we crawled a few walls, leaped tall buildings in single bounds. I trotted out the whole repertoire.

OKAY! OKAY! OKAY!

I think she BELIEVED me.

Which wasn't necessarily a good thing.

SO... um... YOU'RE A CLONE..?

Uh-huh.

OF A MAN WHO CLIMBS UP THE SIDES OF BUILDINGS AND GETS INTO FIST-FIGHTS WITH GUYS NAMED ELECTRO AND DOCTOR OCTOPUS?

Uh-huh.

I could tell, from the look in her eyes, what she was thinking:

I was a hideous freak. A crime against nature. A repulsive, inhuman THING.

I watched her walk away from me, walk out of my life, certain she would never want to set eyes on me again.

HEY... SPIDER-MAN --

-- WHY ARE YOU STANDING THERE LIKE A JERK?

YOU MEAN YOU --?

I LOVE YOU, BEN REILLY --

-- WHO-EVER YOU ARE.

Guess I wasn't much of a mind reader.

THANK GOD.

HOW DID HE MANAGE IT?

STRIPPED OF HIS IDENTITY... YEARS ON THE RUN, LIVING LIKE THE SHADOW OF THE SHADOW OF A MAN...

...AND *STILL* HE FOUND HAPPINESS. FOUND *LOVE*.

MY CELLS BURNED. MY HEART WAS TORN TO SHREDS. I KNEW NOTHING BUT COLD RAGE AND BLIND HATRED.

PROFESSOR WARREN WOULD HAVE BEEN *PROUD*.

AT LONG LAST HIS "SON..."

...WAS REACHING HIS FULL POTENTIAL.

Janine and I hopped on my bike and headed East...

...toward a very uncertain future.

But it WAS a future, now that we were together. And that's more than either of us had before.

Half an hour out of Salt Lake we realized we'd better get some food in us; so we stopped at a greasy little diner, got some burgers to go.

And that's when things started to UNRAVEL.

ELIZABETH --

-- TIME TO STOP RUNNING.

BEN... DON'T LET THEM. PLEASE.

I SAVED YOUR LIFE, DETECTIVE RAVEN. AND I SAVED YOUR SON'S.

SO MAYBE YOU'LL BELIEVE ME WHEN I TELL YOU WHAT JANINE DID WAS AN ACT OF DESPERATION. SHE'S THE INNOCENT ONE HERE.

EXIT
REST ROOMS

YES! THE ONE WHO BROUGHT MATTHEW BA --

NO! HE WAS THERE AT THE WARE-HOUSE TONIGHT! HE'S ONE OF TANNEN'S GOONS!

THE MAN SHE KILLED WAS THE CRIMINAL.

IT'S --

-- HIM!

LOUISE -- WHAT ARE YOU DOING?

Kennedy was losing it. She knew I could expose her duplicity to Raven...

JANINE -- GET OUT... NOW!

BUT --

GO!

...and, the way my spider-sense was buzzing, she had every intention of KILLING me...

...to prevent that from happening.

SWAK

But I'd already BEEN killed once -- I watched Peter Parker die; watched his entire world die WITH him -- and there was no way on God's green Earth...

... that I was going to die AGAIN.

I'LL ONLY SAY THIS ONCE, DETECTIVE:

LEAVE US ALONE.

We headed for the mountains...

...Janine's fear -- and my anger -- pushing us up those treacherous slopes.

But the further on we rode, the more I wondered if we were doing the right thing. What I said to Raven earlier was true:

Janine WASN'T a cold-blooded killer. What she did was an act of desperation -- by a lost and broken soul.

What if we went back? I suggested; told them the whole story --

But Janine wouldn't hear it.

YOU SAW THEM, BEN. THEY'RE NOT INTERESTED IN THE TRUTH.

THEY'RE OUT FOR --

--BLOOD--!

WHUF

REILLY!

I'M

GOING

TO

YOU.

TOMPF

SORRY, KAINE --

CHUP

KILL

-- BUT FOR THE FIRST TIME IN THREE LONG YEARS --

-- I'VE GOT SOME-THING --

TUK

-- SOME-ONE --

STRAK

--TO LIVE FOR!

LOUISE -- SLOW DOWN --

-- I'M NOT EXACTLY IN *SHAPE* FOR THIS!

I THINK I REALIZED THE TRUTH THE MOMENT SHE PULLED HER GUN IN THE DINER. ALL THE LITTLE DETAILS I'D CONSCIOUSLY PUSHED AWAY IN THE PRECEDING MONTHS CAME TOGETHER WITH APPALLING CLARITY.

*AND I KNEW THAT MY PARTNER, MY BEST FRIEND, HAD BETRAYED EVERYTHING SHE ONCE **BELIEVED** IN.*

BUT I STILL REFUSED TO BELIEVE...

YOU TAKE YOUR TIME, JAKE --

-- I'LL GO ON *AHEAD*.

NO... *WAIT!*

THERE ARE... *THINGS* -- WE HAVE TO TALK ABOUT!

YOU'RE RIGHT. AND WE WILL TALK ABOUT THEM.

AFTER THIS IS *OVER*.

...THAT SHE'D BETRAYED *ME*.

WHY DO YOU KEEP FIGHTING, REILLY?

WHY DO YOU REFUSE TO LAY DOWN IN DEFEAT AND *DIE* -- LIKE THE WHIPPED DOG YOU ARE?

KAINE -- FOR GOD'S SAKE -- THERE'S NO *REASON* FOR THIS!

YOU'RE IN TERRIBLE PAIN! ANYONE CAN *SEE* THAT!

LET ME *HELP* YOU!

A GOOD MAN TILL THE VERY END -- Eh, BEN?

I THINK KILLING YOU WILL ACTUALLY BE AN ACT OF MERCY! BECAUSE EVENTUALLY, INEVITABLY --

-- A MAN LIKE YOU WILL BE CRIPPLED... AND BROKEN --

-- BY THIS CRUEL AND HEARTLESS --

-- WORLD?!

THAT'S WHEN I SAW HER -- AND MY BLOOD FROZE. BECAUSE, IN THAT AWFUL MOMENT, I KNEW...

SWAK

...THAT I COULD REALLY DO IT.

YOU'RE DEAD, MISTER -- DO YOU HEAR ME?!

DEAD AND --

THAT I *WOULD* DO IT.

KRAKOW

TOKKF

AND THE PAIN AND THE SHAME AND THE HORRIBLE JOY OF IT...

SNAKT

...WOULD HAUNT ME...

...TORMENT ME...

AAAAHHHHHH

...FOR THE REST OF MY WRETCHED LIFE.

Janine told me that Kaine grabbed Kennedy's gun then; started to squeeze the trigger. "What's he going to do?" She wondered. "Kill her AGAIN?"

He was so far gone, I don't think even HE knew.

$SSSSSSSS

But as I came to, something lit up in his eyes; some dark inspiration.

And that was the first time I ever saw the horrible, disfiguring BURN that they call...

FAP

...THE MARK OF KAINE.

I was about to go AFTER him...

...when things got even more complicated.

HOLD IT!

EITHER ONE OF YOU MOVES A *MUSCLE*... I'LL SHOOT TO *KILL*!

THAT'S MY *PARTNER* LYING DEAD ON THE GROUND! *MY FRIEND!*

I KNOW WHAT IT LOOKS LIKE, DETECTIVE, BUT IT WASN'T *US*! I SWEAR TO *GOD* IT WA --

SHUT UP!

NOW GET YOUR HANDS IN THE AIR.

DETECTIVE RAVEN -- YOU'VE BEEN THROUGH HELL THIS PAST WEEK. AND I'M TRULY *SORRY*.

BUT YOU HAVE NO *IDEA* WHAT KIND OF HELL *JANINE* HAS BEEN THROUGH.

JUST REMEMBER THAT IF I *WAS* A KILLER --

CMAK

AND *ME?* IF THE POLICE EVER FOUND OUT WHO I REALLY WAS --

-- TOO MANY GOOD AND DECENT PEOPLE WOULD BE HURT.

-- YOU'D BE DEAD RIGHT NOW --

-- INSTEAD OF *UNCONSCIOUS.*

WELL... *NOW* WHAT?

NOW?

I DON'T KNOW. I DON'T REALLY CARE.

AS LONG AS I'M WITH *YOU.*

The fingerprints Kaine left on Louise Kennedy's gun would come back to HAUNT me two years later, but that day we weren't thinking about the future.

We were just holding tight to one another. Holding tight to LOVE.

The truth is...

...it's the only thing in life...

RIP

LOUISE KENNEDY

...WORTH holding on to.

I think Jacob Raven would agree with me that, even in the midst of the most incomprehensible tragedies, simple human love -- is a blessing.

A MIRACLE.

During the difficult months that followed, Janine showed me how to LIVE that miracle.

In the end we couldn't hold on to it. In the end... I LOST her.

But I'll TREASURE the miracle we shared, CLING to it...

...to HER...

...till the day I DIE.

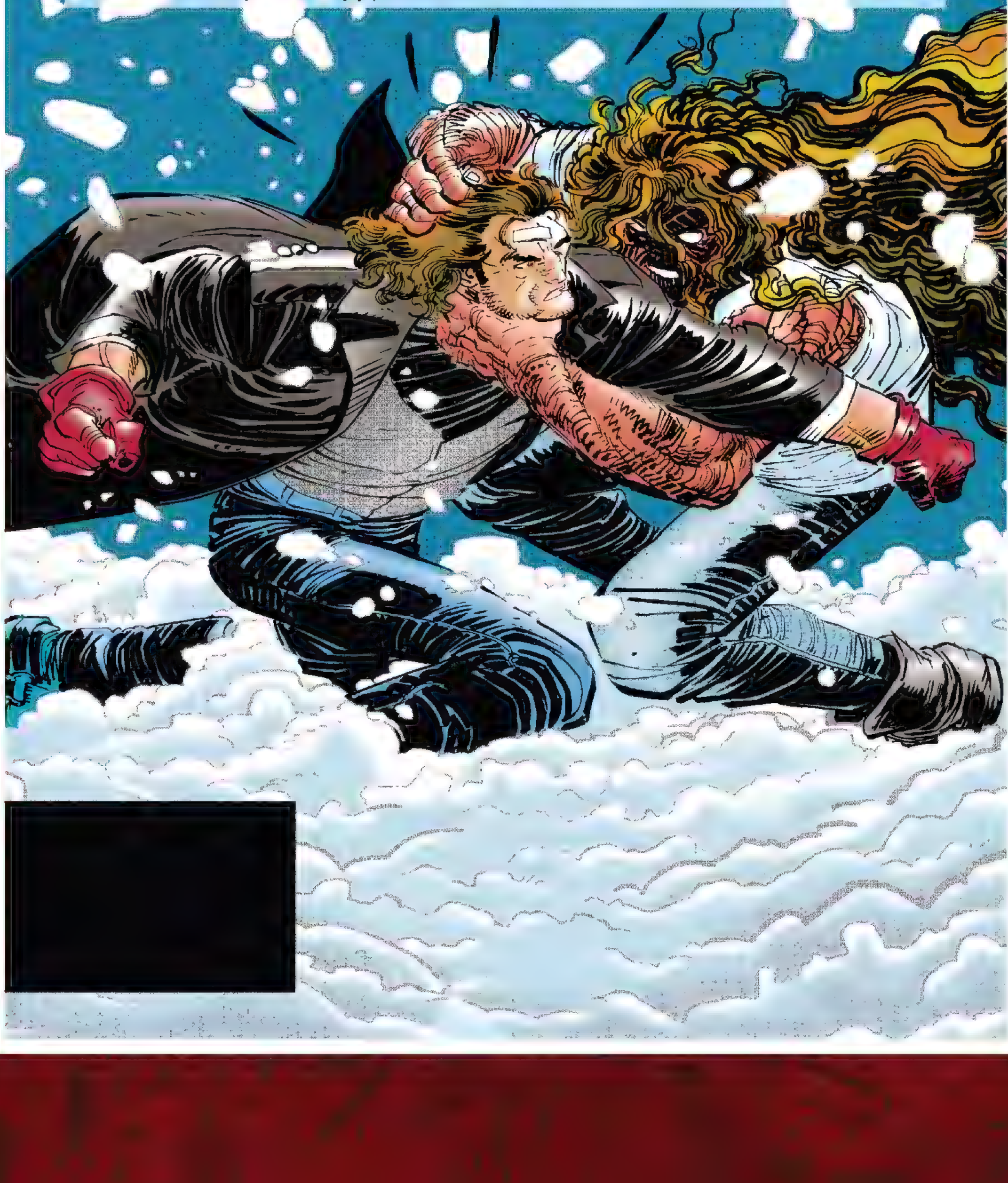
THE END

Five years ago...

Ben Reilly — a man formerly known as both **Peter Parker** and **Spider-Man,** until those identities were stolen from him by a vengeful enemy — has been waging a one-man war on Salt Lake City's ruthless druglord, **Vincent Tannen.** This war has been violently interrupted by **Kaine,** Reilly's imperfect clone, whose obsessive curiosity with Reilly has turned to full-blown, murderous hate...and by Kaine's erstwhile lover, **Louise Kennedy,** a corrupt police officer on Tannen's payroll, whose treachery has just become evident.

Now the players are all in place, and the stage is set for the unforgettable conclusion to the saga of Spider-Man's secret past.

Not all endings are happy ones...



PREVIOUSLY...

During Ben Reilly's years on the road, Peter Parker continued his adventurous career as Spider-Man, making several new enemies – notably Eddie Brock, who became Venom when he paired with a symbiotic alien that had once tried to bond with Spider-Man. The symbiote later had several offspring that bonded with other humans – including the serial killer Cletus Kasady, who became the crazed Carnage. Eventually, Venom left New York when he and Spider-Man forged an uncomfortable agreement that neither would pursue the other.

But it was one of Spider-Man's oldest foes that inflicted the bitterest wound – the Chameleon, hired by Harry Osborn, who had taken on his father's mantle as the Green Goblin. The Chameleon created two Replicoids – synthetic people, in the form of Peter's late parents Richard and Mary Parker, and sent them into Peter's life, "reuniting" him with his long-lost family. Peter was profoundly touched by his parents' return, and opened himself to them wholeheartedly – and when the truth was revealed and the Replicoids turned on him, Peter was deeply hurt.

He retreated from the pain of his personal life by hiding behind the mask of "the Spider" – fighting crime nonstop, refusing to come home to his wife, Mary Jane. In the days that followed, Spider-Man threw himself into battle with foes new and old with an angry resolve – including the armored Façade, Kraven's son the Grim Hunter, and the psychotic Shriek, who attacked the head of the Ravencroft Institute for the Criminally Insane, Dr. Ashley Kafka, and her assistant Edward Whelan, the reformed villain previously known as Vermin. Spider-Man was so eager to lose himself in the heat of battle that he accidentally used his full spider-strength against a normal human – Phillip Cussler, an ally of Mac Gargan, the Scorpion – landing Cussler in the hospital and wracking "the Spider" with even more angst.

The betrayal of Peter's "parents" and his emotional retreat caused tension for his extended family, as well. Mary Jane felt alone and abandoned without her husband at home, and although she tried to support Peter's Aunt May, her bitterness led to harsh words between the two. But throughout the turmoil that had entered the Parkers' lives, Aunt May had one secret source of solace… sporadic phone calls from a stranger who had befriended her – a stranger who, even now, tried to contact May again…

SO TIRED ALREADY TODAY...

...AND I'VE BARELY BEGUN TO **CATCH UP** ON MY ERRANDS.

HAVEN'T BEEN ABLE TO SLEEP THROUGH THE NIGHT SINCE THOSE AWFUL PEOPLE **INVADED** OUR LIVES--

--CLAIMING TO BE PETER'S LONG-DEAD PARENTS--

--BUT I'M EVEN MORE **WORRIED** ABOUT MY ONLY **NEPHEW** NOW THAT THE IMPOSTORS HAVE DISAPPEARED AGAIN.*

...AND IF I DON'T KEEP **BUSY**, I'M AFRAID I'LL--

BRRNNG BRRNNG

HELLO...?

YES, THIS IS MAY PARKER... BUT THERE'S SO MUCH STATIC--

OH...IT'S **YOU**, DEAR.

SEEMS LIKE AGES SINCE WE LAST **CHATTED**...

...WHERE ARE YOU CALLING FROM THIS TIME?

PETER AND MARY JANE ARE HAVING ENOUGH TROUBLE DEALING WITH THE TRUTH...

*SEE *AMAZING SPIDER MAN* #'S 386-388 FOR ALL THE THRILLING DETAILS.--ERIC

THAT FAR, DEAR?

BUT I WAS HOPING YOUR TRAVELS WOULD BRING YOU TO NEW YORK SOON SO WE COULD FINALLY MEET IN PERSON.

I'VE BEEN ANXIOUS TO INTRODUCE YOU TO MY NEPHEW WHO WORKS AT THE--

DAILY BUGLE
THE PICTURE NEWSPAPER

MURDER AT THE BUGLE

BY BETTY BRANT

LANCE BANNON

--DAILY BUGLE--?

I'M S-SORRY...

...I REALLY MUST HANG UP NOW--

SPORTS

"--PETER MIGHT NEED ME AGAIN."

THERE'S TROUBLE IN THE PARKER FAMILY...

TERSE GOODBYE WASN'T LIKE HER AT ALL...

...AND I HAVEN'T HEARD SO MUCH TENSION IN HER VOICE SINCE WE FIRST "CONNECTED".

Some time later...

IN QUEENS, GOODBYES ARE SAID. MARY JANE OFFERS TO STAY; MAY DECLINES.

BOTH FEEL AWKWARD, UNCOMFORT-ABLE...

...SADDENED BY THE WORDS THAT PASSED BETWEEN THEM THIS MORNING.

RELUCTANTLY, MARY JANE HEADS OFF TOWARD THE SUBWAY, WHILE, WITH EQUAL RELUCTANCE, MAY CLOSES THE DOOR.

DESPITE THE GENTLENESS OF HER TOUCH, IT SEEMS TO SLAM WITH A HARSH FINALITY.

ALONE AGAIN.

FOR ALL THE FRIEND-SHIPS, ALL THE BUSY-WORK, SHE'S FELT SO ALONE IN THE YEARS SINCE BEN DIED.

EVEN WITH NATHAN--AND SHE'S ASHAMED TO EVEN THINK IT-- THERE WAS AN EMPTINESS. A VOID THAT ONLY BEN KNEW HOW TO FILL.

BEN... AND ONE OTHER PERSON.

PETER.

SHE WANTS TO RUSH TO THE PHONE, CALL HIM, TELL HIM EVERYTHING THAT'S HAPPENED. BUT SHE KNOWS (MARY JANE DIDN'T HAVE TO TELL HER!) HOW UPSET HE IS...

...HOW WOUNDED BY WHAT "RICHARD" AND "MARY" DID.

NO, SHE DECIDES. IT'S BEST NOT TO BURDEN HIM.

SHE'LL HANDLE THIS BY HERSELF. SHE DID IT BEFORE BEN. SHE'S BEEN DOING IT SINCE.

SHE CAN DO IT...

...NOW?

IT HAPPENS AGAIN: THE NUMBNESS. THE TINGLING. THE SUD-DEN BLURRING OF HER VISION.

THE WAVE OF DIZZINESS RUSHING UP AND OUT FROM THE DEEPEST PART OF HER.

NO! SHE THINKS.

I HAVE TO BE STRONG! PETER NEEDS ME!

SHE DIDN'T MAKE IT TO THE SUBWAY STATION. HALFWAY THERE SHE TURNED AROUND.

AUNT MAY...?

NOT TO RESUME THE MORNING'S DISCUSSION (SHE KNOWS THERE'S NO POINT TO THAT)...

...BUT JUST TO SPEND MORE TIME WITH MAY. TO LET HER KNOW, WITHOUT ANY WORDS, THAT SHE'S THERE FOR HER. AND SHE ALWAYS WILL BE.

I HAD A GREAT IDEA. LET'S YOU 'N' ME HAVE OURSELVES A GIRLS' DAY OUT.

Y'KNOW... DO SOME SHOPPING... TAKE IN A MOVIE... HAVE DINNER TOGETHER--!

AND MAYBE... JUST MAYBE... MAY WILL OPEN UP, LET OUT SOME OF THAT PAIN SHE'S BEEN HOLDING IN FOR SO LONG.

MAY-- YOU IN THERE?

GOD, I HOPE SHE DOES, MARY JANE THINKS.

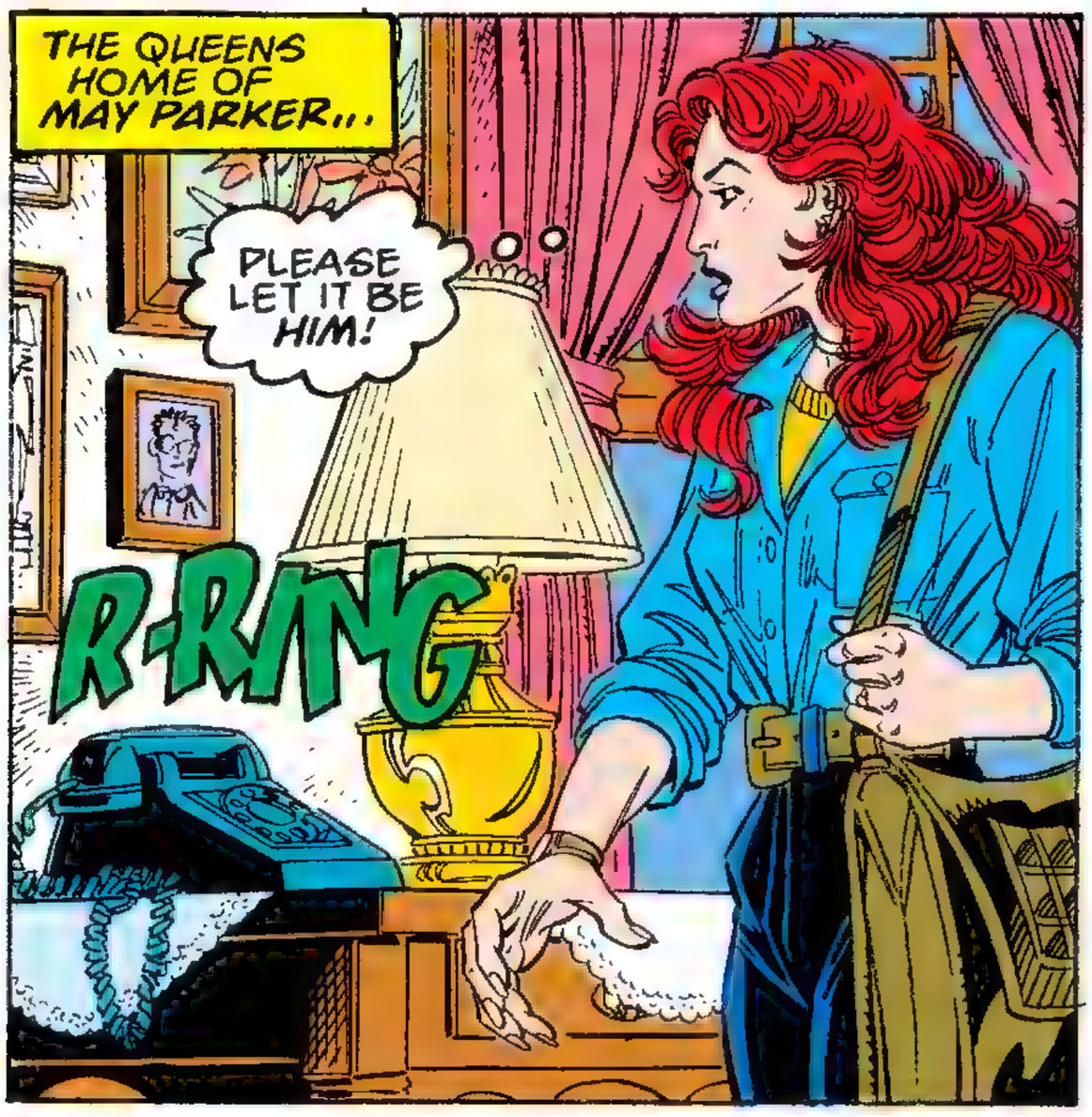
THE FUSE IS BURNING--AND I HAVE TO DO SOMETHING TO HELP HER BEFORE THE BOMB...

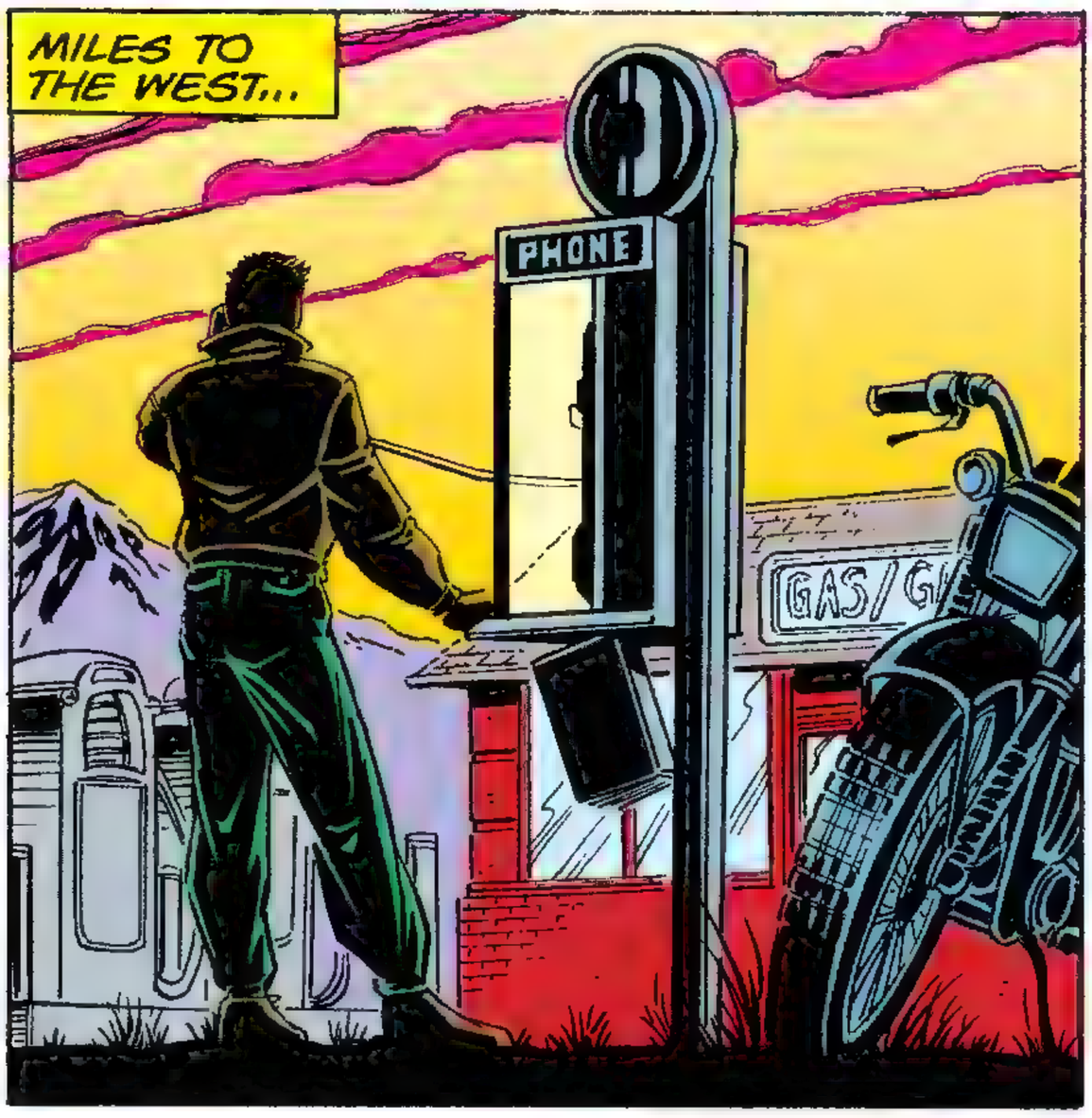
PETER PARKER NO MORE!

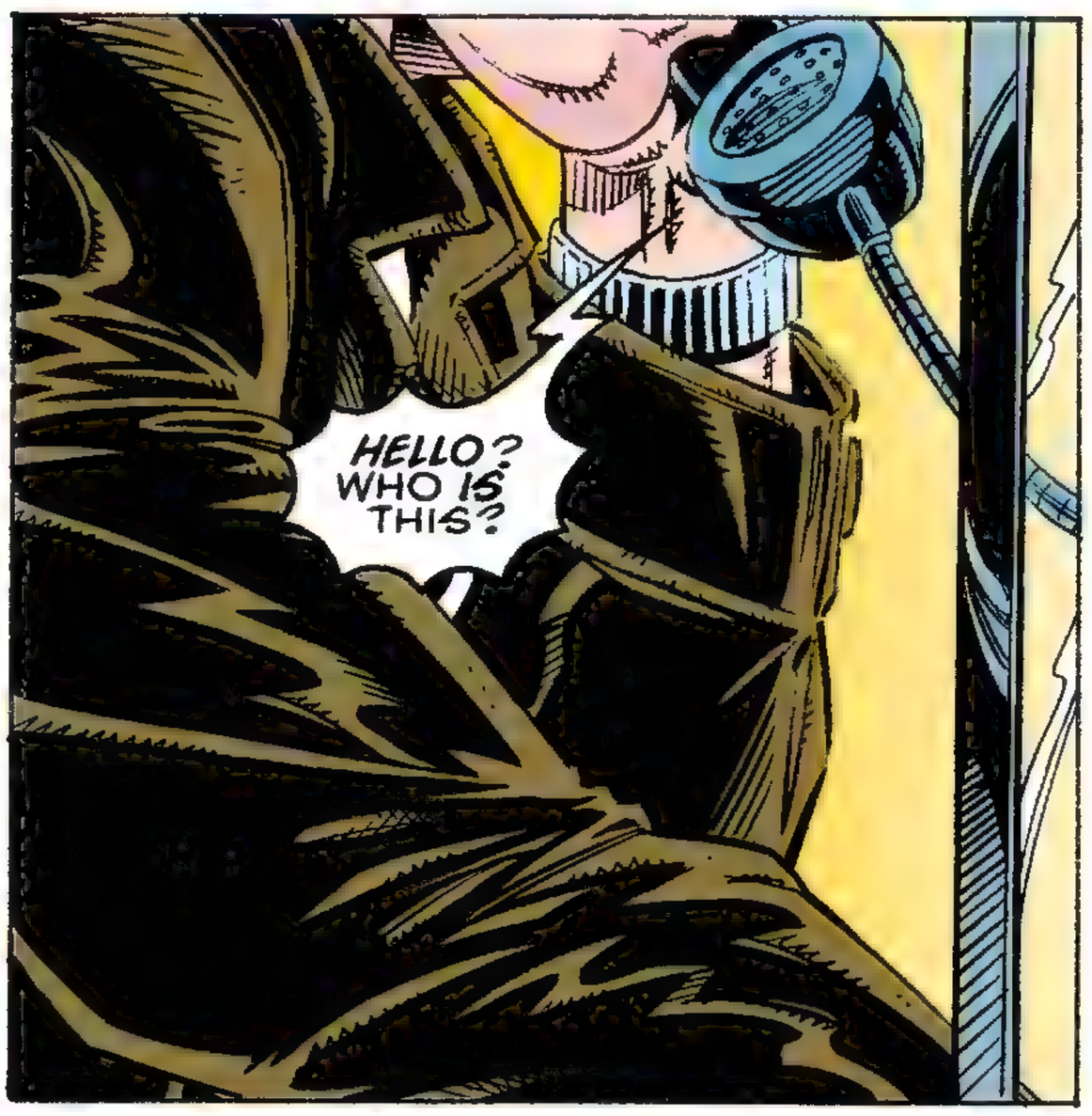
IF YOU THINK SPIDER-MAN'S OVER THE EDGE NOW--
JUST WAIT TILL NEXT ISSUE: SHRIEKING, PART 3:

...EXPLODES!

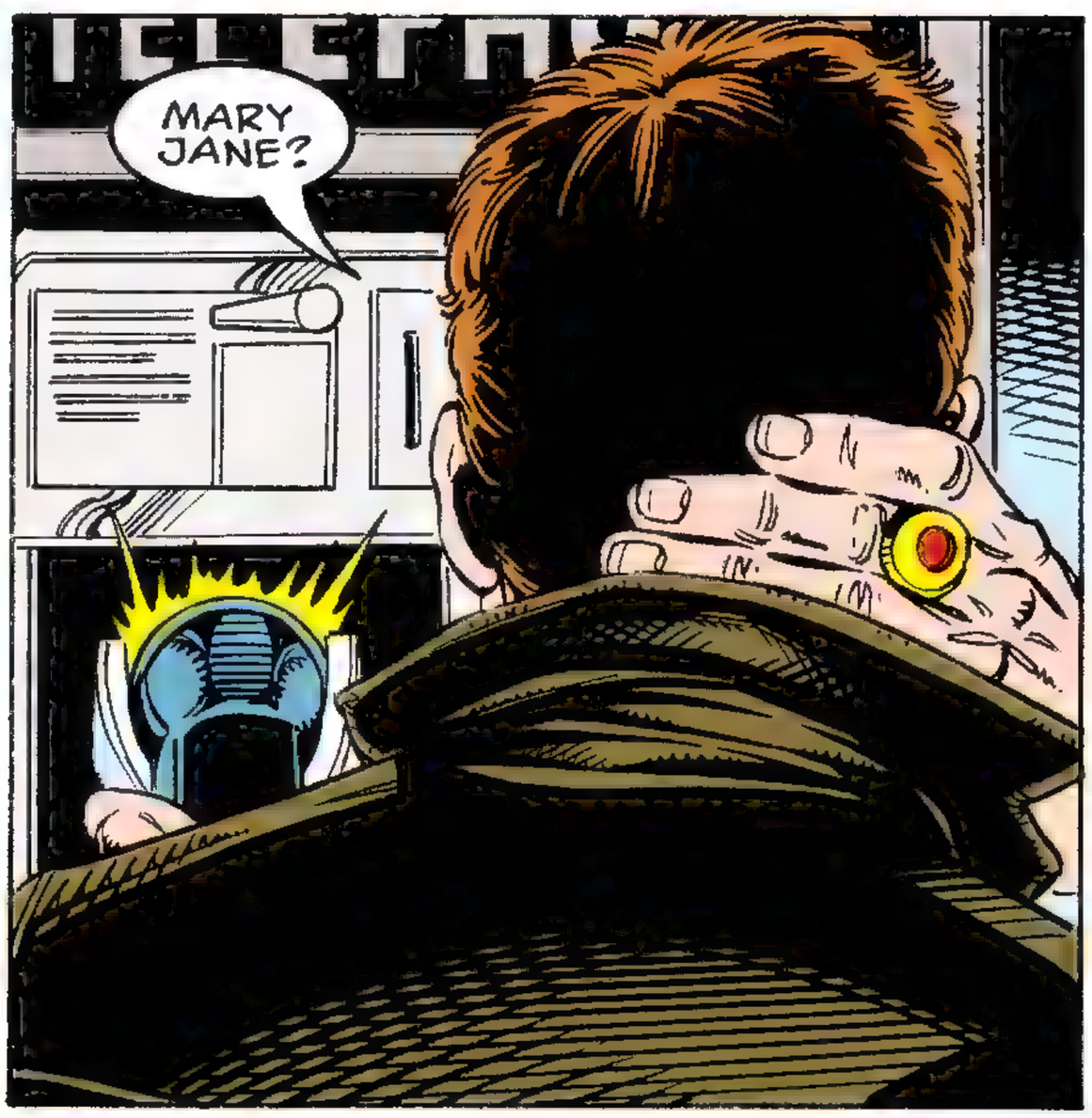
Some time later...







* SEE AMAZING #391 -- STILL ON SALE. -- D.F.



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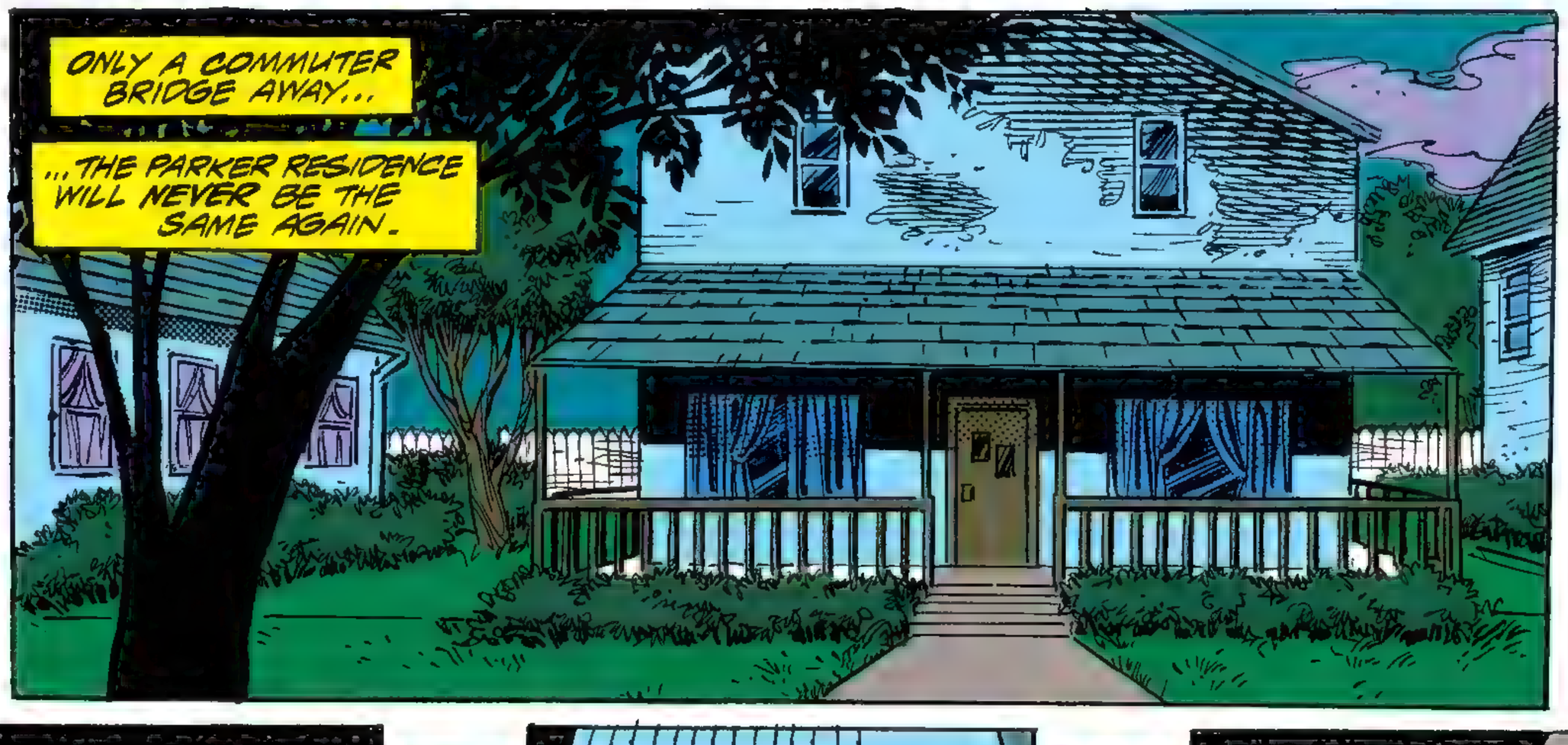
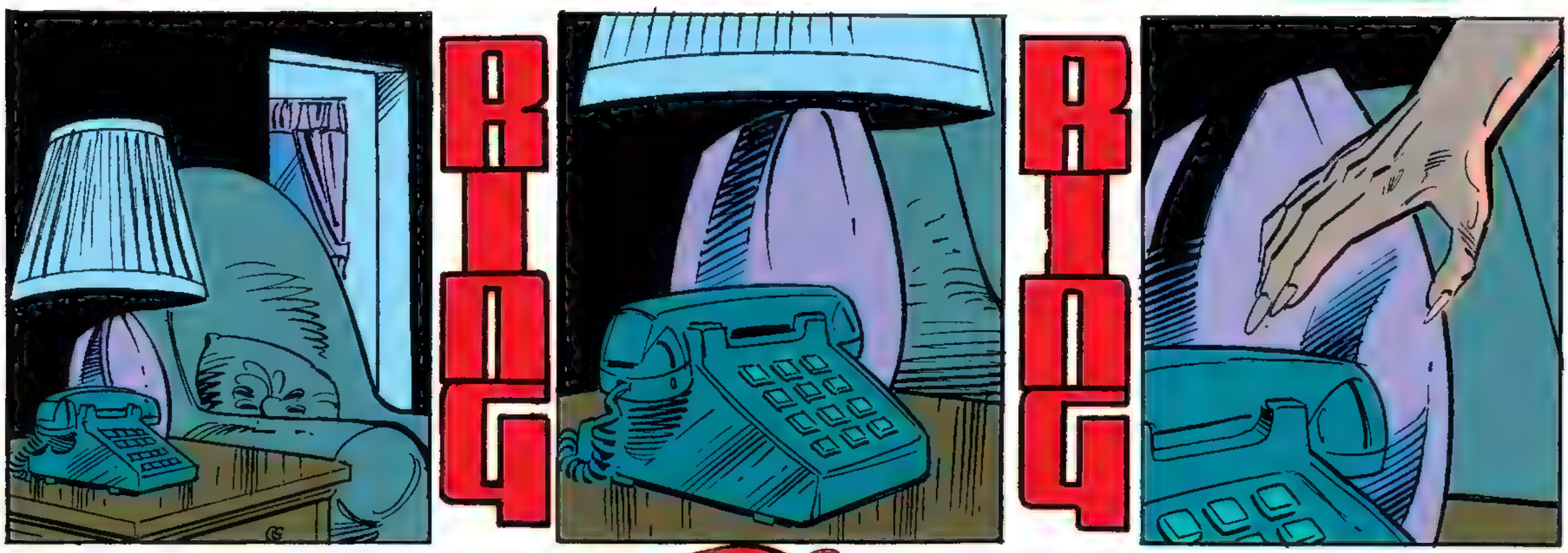




...I APOLOGIZE FOR THE LONG-DISTANCE CONNECTION.

I'M ... AN OLD FRIEND OF THE FAMILY'S WHO'S BEEN TRYING TO REACH MAY PARKER--

"I'M SO SORRY..."

...BUT I'M WAITING FOR A CALL FROM MY HUSBAND, SO I NEED TO FREE UP THE PHONE

YOU'LL HAVE TO CONTACT FOREST HILLS HOSPITAL...

"...FOR THE DETAILS--"

NO!

SKRUNCH!

NOT MAY...

...NOT MAY!

WHO IS THIS MAN? WHERE IS HE HEADING? FOR THE NEXT TANTALIZING CLUE, CHECK OUT SPIDER-MAN #49. ON SALE IN TWO WEEKS

YOU MEAN HE UP AND *LEFT*? JUST LIKE THAT?

YEP. CAME IN THIS MORNING COLLECTED HIS PAY AND SAID HE'D BE TAKING OFF BEFORE SUNDOWN.

HE WAS A GOOD WORKER. KEPT TO HIMSELF, BUT DID HIS JOB REAL GOOD. I'M GOIN' TO MISS THE GUY.

SAY, WHERE'S HE HEADIN' IN SUCH A HURRY?

SOME-WHERE BACK EAST. NEW YORK CITY, I THINK.

SAID IT WAS *SOME* KIND OF EMERGENCY...

SOMEONE CLOSE TO HIM HAD A STROKE OR SOME-THIN'!

"POOR, GUY. HOPE EVERYTHIN' TURNS OUT ALL RIGHT."

THE MYSTERY CONTINUES IN SPEC #215!

NOON.

REPORTS ARE COMING IN FROM ALL OVER THAT THE SCORPION'S UP TO HIS OLD TRICKS AGAIN...

...I'M LESS THAN PLEASED.

I'VE SEEN ENOUGH OF THAT MANIAC LATELY.*

NOW... WHERE TO START SEARCHING?

THWIPP

*SEE THE SHROUD LIMITED SERIES IF YOU DON'T BELIEVE US!--MARK

WELL, WHADDAYA KNOW? "MIGHTY MOUTH" MARTIN, TWO-BIT HOODLUM AND INFORMANT. HE'S ALREADY FINKED ON HALF THE CROOKS IN TOWN!

MEANWHILE, MANY MILES TO THE WEST--

--A HAUNTED, SOLITARY FIGURE PAUSES IN HIS FEVERED TRAVEL TO NEW YORK CITY, STOPPING ONLY FOR THE MOST NECESSARY SUSTENANCE...

I'M EXHAUST-ED--

--BUT I STILL FEEL GUILTY FOR STOPPING AT ALL.

MAY PARKER NEEDS ME.

SHE'S THE ONE PERSON I'D RISK RETURNING TO NEW YORK FOR. SHE--

OH NO!! THE TRUCK CAN'T STOP! THAT KID--HE'LL BE KILLED!

and that's why I love ♫ my BAAAAR-NEY!! ♫

--LET--

--THAT--

I--

--CAN'T--

--HAPPEN!!

SCREEEEEEECH

AND I WON'T!!

MOMMEEEE

WHOA--!

DON'T WORRY, KID. YOU'RE OKAY NOW.

JEFFREY! THANK HEAVENS!

THANKS, MISTER. THANKS A LOT! YOU SAVED HIS LIFE!

DO YOU WANT MONEY? I'LL GIVE YOU SOME!

KEEP YOUR MONEY. BUY A LEASH FOR THE KID, INSTEAD.

I'LL HAVE TO CIRCLE BACK FOR MY MOTORCYCLE. DON'T WANT ANY-ONE STOPPING ME...ASKING QUESTIONS.

DON'T LIKE TO RISK ANYONE REALIZING WHO --OR WHAT-- I AM.

BUT NOTHING'S MORE IMPORTANT THAN SAVING A LIFE!

NEW YORK CITY...

SO AS I WAS SAYING, MR. SCUMBUCKET, I'D LIKE TO KNOW ABOUT THE SCORPION.

YOU DON'T SCARE ME, SPIDEY... YOU WOULDN'T DROP...

GUESS WHAT, GENIUS? MY ARM SURE IS SORE FROM THAT AWFUL POUNDING I JUST GAVE YOU...

...AND YOU'RE GETTING REALLY HEAVY.

I'LL TALK!!

SCORPION'SGATHERINGA GANGTOGETHERFORABIG JOBANDHE'S-SEEKING TALENTTO...

WHY ISN'T PETER HERE?

MAY PARKER MAY BE DYING...

...AND SHE NEEDS HIM NOW MORE THAN EVER.

I NEED HIM.

YOU SHOULD BE USED TO THIS BY NOW, MARY JANE...

...BUT THERE'S BEEN NO CHANGE IN MAY'S COMA SINCE THE STROKE...

"...AND WE CAN'T FACE THIS ALONE ANYMORE."

FOREST HILLS, QUEENS...

VRRMM

JUST LIKE I REMEMBER IT.

I THOUGHT I'D NEVER RETURN TO THIS NEIGHBORHOOD-- THIS CITY-- AGAIN...

...UNTIL MJ TOLD ME THE NEWS ABOUT MAY.*

*LAST ISSUE. --ERIC

AND I REALIZED I HAD TO COME HOME BEFORE--

HOLD IT, FELLA...

...THE HOSPITAL'S CLOSED TO VISITORS AT THIS TIME OF NIGHT--

--EXCEPT FOR IMMEDIATE FAMILY OF PATIENTS ON THE CRITICAL LIST.

THAT'S ME, SIR...

...I'M LOOKING FOR A WOMAN NAMED--

SECURITY

--PARKER?

THAT VOICE-- BEHIND ME--! NO!

I CAN'T LET HIM SEE ME NOW.

WRONG WAY, BUD...

...THE ELEVATORS ARE BACK--

--BEHIND US...?

FOURTH FLOOR, MR. PARKER, THEN FOLLOW THE SIGNS TO THE I.C.U....

...YOUR WIFE'S STILL UP THERE WITH HER.

THANKS AGAIN, NURSE...

...BUT THIS IS DIFFICULT ENOUGH ALREADY.

REALLY THOUGHT I WAS READY FOR THIS NOW--

TEK

7
6
5
3
2
1

-- READY FOR PETER PARKER TO FACE THE TRUTH ABOUT AUNT MAY'S SITUATION--

"--BUT I'M NOT PREPARED TO SEE MARY JANE JUST YET..."

"...AND THE SPIDER DOESN'T BELONG HERE."

MAY PARKER'S CONDITION HAS STABILIZED, SIR...

...ONLY FOR THE MOMENT.

NEXT:

"POWER AND RESPONSIBILITY"--THE MONTH-LONG SPIDER-BOOKS CROSSOVER--BEGINS HERE! NOT TO MENTION THE DEBUT OF OUR FANTASTIC NEW ART TEAM OF STEVEN BUTLER AND RANDY EMBERLIN! (AND SEE THE LETTERS PAGE FOR THE NEXT APPEARANCES BY THE MYSTERY MAN!)

STACY
GWENDOLYNE

STACY
GWENDOLYNE

STACY
GWENDOLYNE

GWEN

PARKER MAY

IT'S ME, MAY.

IT'S MARY JANE.

I KNOW IT SOUNDS KIND OF CRAZY... BUT I HAD TO *TALK* TO YOU. I HAD TO LET YOU KNOW--

--WHY I'M GOING *AWAY.*

THE WHOLE WORLD'S COLLAPSING AROUND US. YOU HAVING THIS *STROKE*... IT'S BEEN THE FINAL STRAW FOR PETER --

--AND FOR *ME.*

OF COURSE *HE'S* HIDING BEHIND THAT MASK--

--AND *I'M* OUT HERE ON THE FRONT LINES ALONE.

OH, I *USED* TO HIDE. I WAS A *MASTER* AT IT.

HAD A MASK AS GOOD AS PETER'S. I WAS CAREFREE MARY JANE, THE PARTY GIRL. IF I HAD A PROBLEM, I JUST STAYED OUT ALL NIGHT DANCING AND LAUGHING--

--TILL I PUSHED THE PAIN *AWAY.*

IF THAT DIDN'T WORK, THERE WAS ALWAYS MY *ACTING.* LIFE GOT TOO TOUGH... I JUST LOST MYSELF IN THE *PART.*

GUESS THAT'S WHAT *PETER'S* BEEN DOING LATELY.

BIG TIME.

ANYWAY... WHAT I'M TRYING TO SAY IS... I CAN'T *DO* IT ANY MORE. I'M NOT THE BRAINLESS DISCO QUEEN I PRETENDED TO BE WHEN I FIRST MET YOU. PROBLEM IS, I'VE BEEN PRETENDING SO *LONG*--

--I'M NOT SURE *WHO* I AM.

THAT'S WHY I'M GOING *HOME*, MAY. TO SEE MY SISTER. MOST OF ALL--TO SEE MY *DAD*.

I'VE BEEN RUNNING AWAY FROM *HIM* ALMOST AS LONG AS *HE'S* BEEN RUNNING FROM *ME*.

THIS AWFUL MESS WITH RICHARD AND MARY... IT'S MADE ME SEE HOW *IM-PORTANT* FAMILY IS--

--HOW WHERE WE *COME* FROM--

--MAKES US WHO WE *ARE*.

HOW CAN I HELP PETER... MAKE MY MARRIAGE... MY *LIFE*... WORK IN THE HERE AND NOW--

--IF I HAVEN'T MADE PEACE WITH THE *PAST*?

AUNT ANNA'S COMING UP FROM FLORIDA. SHE'LL *BE* HERE FOR YOU. AND I WON'T BE GONE VERY LONG, MAY... I *SWEAR* I WON'T.

PLEASE DON'T THINK I DON'T LOVE YOU. I *DO*. WITH ALL MY *HEART*.

MIDTOWN HIGH

CAN I *HELP* YOU WITH SOMETHING, SON?

HUH? NO. I WAS JUST...UH--

AWFULLY LATE T'BE HANGING AROUND THE *HIGH SCHOOL*, DON'T YOU THINK?

GUESS IT IS--

--BUT I JUST GOT BACK TO TOWN... AFTER TOO MANY YEARS *AWAY*--

--AND...WELL ...I USED TO *GO* TO THIS SCHOOL--

--A LONG, LONG TIME *AGO*.

YOU DON'T LOOK ALL THAT OLD T'*ME*. COULDN'T HAVE BEEN *THAT* LONG.

TO TELL YOU THE TRUTH--

--IT FEELS LIKE *LIFETIMES*.

WELL, YOU GO ON AND HAVE YOUR LOOK AT THE OLD PLACE--

--BUT DON'T YOU GO GET-TING YOURSELF INTO ANY--

--TROUBLE...?

MIDTOWN HIGH

THE STORY OF THE MYSTERIOUS STRANGER CONTINUES IN SPIDER-MAN #50!

HE FEELS FOR HER-- AND IT ASTONISHES HIM.

AFTER ALL SHE'S DONE, ALL SHE'S *PUT* HIM THROUGH, HOW CAN HE *POSSIBLY* FEEL COMPASSION FOR THIS WOMAN?

AND YET HE DOES-- HOPING THAT, ONCE HER CONDITION IS STABILIZED AND SHE'S BEEN TRANSPORTED BACK TO RAVENCROFT...

...FRANCES BARRISON CAN TAKE THE FIRST HALTING STEPS BACK TOWARD HEALTH-- AND *SANITY.*

WHAT'S WRONG WITH ME? HE WONDERS. I DON'T *WANT* TO FEEL...I DON'T *WANT* TO CARE...AND YET...

...I CAN'T SEEM TO *STOP* MYSELF.

I WRAP MYSELF IN A COCOON, HIDE MYSELF BEHIND A MASK, AND, FOR ALL MY EFFORTS, PETER PARKER STILL REFUSES TO *SURRENDER.*

MAYBE UNCLE BEN AND AUNT MAY DID THEIR JOB TOO WELL. MAYBE--

THE SAME HOSPITAL!

RACING HERE--SHRIEK'S SURVIVAL HIS ONLY CONCERN--IT DIDN'T EVEN OCCUR TO HIM THAT THIS IS WHERE THEY'D TAKEN MAY. OR PERHAPS HE UNCONSCIOUSLY CHOSE FOREST HILLS HOSPITAL--KNOWING JUST THAT.

RIGHT NOW IT DOESN'T MATTER.

WHAT MATTERS IS THE LOVE THAT FLOODS HIM AS HE LOOKS IN THROUGH THE WINDOW AT THAT CHERISHED, FAMILIAR FACE.

AT FIRST HE PANICS--SURE SHE MUST BE DEAD. SHE'S SO PALE, HE THINKS. SO STILL! THEN, RELIEVED, HE NOTICES THE GENTLE MOVEMENT OF HER CHEST AS SHE BREATHES.

THE SPIDER IS AFRAID TO GO IN. WANTS TO TURN AND RUN, BACK INTO THE COCOONING DARKNESS.

YES, HE REALIZES, SHE'S ALIVE. BUT EACH OF THOSE GOSSAMER BREATHS--COULD BE HER LAST.

BUT THE MAN REFUSES.

HE'S AGITATED. CONFUSED. BUT HE KNOWS NOW THAT IT'S TIME TO STOP RUNNING.

IT'S TIME TO COME HOME.

(NO, THE SPIDER WHISPERS, YOU'RE SAFE WITH ME! DON'T BE A FOOL! DON'T LET YOURSELF CARE!)

ALL HE WANTS NOW IS TO HOLD HIS WIFE IN HIS ARMS...

...TELL HER HE'S SORRY; BEG HER TO HELP HIM THROUGH THIS AWFUL TIME.

(IF THE MASK COMES OFF, THEY'LL CLAW OUT YOUR *EYES!* IF YOU OPEN YOUR HEART...)

Dear Peter
I don't know if you'll even find this. I don't know when- or if- you're ever coming home.
But, if you read this, I hope you can understand why I'm doing this... why I'm going away. You have to do what's right for you... and I have to do what's right for me.
I'll call soon.
MJ

(...THEY'LL TEAR IT FROM YOUR CHEST!)

AT THAT MOMENT, IN THE QUEENS RESIDENCE OF MAY PARKER...

...A LONE FIGURE WALKS THROUGH THE DARK AND EMPTY HOUSE.

BEN, MAY AND PETER...

...YOU MADE A LOVING AND FINE LOOKING FAMILY. YOU --

SOME-ONE'S COMING!

GOT TO GET OUT OF HERE BEFORE ANYONE SEES ME!

SOMEONE RUNNING THROUGH THE DARK.

NO ONE IS SUPPOSED TO BE HERE. THEY'RE ALL AT THE HOSPITAL.

THIS CAN ONLY BE A...

...BURGLAR!

HOW DARE HE!

HOW DARE HE TRY TO OUTRUN THE SPIDER!

HOW DARE...

...HE?

GONE.

BUT HOW?

AND WHERE TO?

THIS PHOTO OF ME... NO... PETER... AND AUNT MAY... AND UNCLE BEN...

I'M DOING THIS ALL FOR YOU.

I BECAME SPIDER-MAN FOR YOU!

BACK IN QUEENS...

BEEN THROUGH THE HOUSE A DOZEN TIMES.

NOTHING IS MISSING.

WHAT WAS THAT MAN DOING HERE?

WHAT DID HE WANT?

HAVE TO KEEP CHECKING.

THIS TRUNK... IT BELONGS TO PETER PARKER.

FULL OF SECRETS. FULL OF... WHAT'S THIS?

THE JOURNAL OF PROFESSOR MILES WARREN.

HE TRIED TO TAKE AWAY MY LIFE!

AS SO MANY HAVE BEFORE AND SINCE.

WARREN TRIED TO DESTROY ME BY CREATING A CLONE OF ME.

HE FAILED.

THEY TRIED TO DESTROY ME... TRIED TO BE ME!

THEY ALL FAILED.

I AM THE SPIDER!

I AM SPIDER-MAN!

NOBODY CAN TAKE THIS AWAY FROM ME!

I AM SPIDER-MAN!

FOREST HILLS HOSPITAL...

...AS A SEEMINGLY FAMILIAR FIGURE APPROACHES THE NORTH ENTRANCE.

WELL, I'VE FINALLY MADE IT! I'VE COME AN AWFUL LONG WAY AND IT COMES DOWN TO *THIS*...

...THE HOSPITAL THAT *MAY PARKER* IS STAYING AT.

I'VE COME SO *FAR*...TO SEE *HER*. IF SHE'S *AWAKE* --WILL SHE *KNOW*? JUST BY--

OH, *MAN!* IT'S ***HIM!***

I SHOULD'VE SEEN THIS COMING! HE MUST BE HERE TO VISIT MAY, TOO.

CAN'T LET HIM SEE *ME*.

THIS MEANS I'M GOING TO HAVE TO *PUT OFF* SEEING MAY FOR A WHILE --I CAN'T JUST GO STROLLING IN WHILE PARKER'S IN THERE. HE MUST HAVE ENOUGH PAIN IN HIS LIFE NOW WITHOUT *ME* ADDING TO IT. BUT DARN IT...

...I *CAN'T WAIT* TO SEE HER.

I *CAN'T WAIT* TO SEE HER.

WITH ALL THE CRAZY, INCREDIBLE THINGS THAT HAVE HAPPENED TO ME AS SPIDER-MAN OVER THE YEARS, AUNT MAY HAS BEEN MY *ROCK*-- MY *ANCHOR* --MY GRIP ON *REALITY*...

TODAY, WITH THOSE WOULD-BE CAR THIEVES, I COULD FEEL IT *SLIPPING*--I WAS *LOSING IT*--AND I KNOW THAT IF THEY HADN'T GIVEN UP--

--I JUST MIGHT'VE RIPPED THEM TO *PIECES*. LIKE *CUSSLER*...

MAYBE BY VISITING AUNT MAY, I CAN RETURN A LITTLE BIT OF SANITY TO MY LIFE...

SEVERAL ROOMS AWAY...

OH, AUNT MAY... AS LONG AS I CAN REMEMBER, YOU'VE BEEN THE ONLY "MOTHER" I'VE EVER KNOWN--YOU'VE GIVEN ME SUCH LOVE--AND *STRENGTH*.

EVEN WHEN UNCLE BEN DIED, YOU WERE SO *STRONG* FOR ME --YOU NEVER LET ME SEE YOU CRACK.

YOU MISSED HIM *SO* MUCH...

TO SEE YOU NOW--SO *WEAK* AND *FRAIL*, I...

...I NEED YOUR STRENGTH, AUNT MAY... AND I'M AFRAID I CAN'T DO IT BY MYSELF...

...I'M AFRAID OF LOSING *YOU*.

IT SEEMS THERE'S SO MUCH GOING ON IN MY LIFE--SO MUCH GOING *WRONG*--NOW MORE THAN EVER I COULD REALLY USE YOUR ADVICE--YOUR REASSURING WORDS THAT ALWAYS--

HUH?

OMIGOSH!

IT'S GARGAN...

...HERE IN THE *HOSPITAL*?!

HE *MUST* BE HERE FOR CUSSLER--

PETER!

SO SORRY TO HEAR ABOUT YOUR AUNT, SON. BUT MAY IS A *STRONG* WOMAN--I'M SURE SHE'LL BE ABLE TO BOUNCE *BACK* FROM THIS.

JONAH! HE MUST BE HERE VISITING CUSSLER, TOO... HAVE TO MAKE A FAST EXCUSE SO I CAN SLIP OUT AFTER GARGAN.

JONAH, I--

YOU'RE A GOOD NEPHEW TO BE HERE AT HER SIDE, PETER. IT'S TIMES LIKE THESE THAT REMIND US OF HOW VERY *IMPORTANT* OUR *LOVED ONES* ARE TO US--

--WE REALIZE HOW EASY IT IS TO TAKE EACH OTHER FOR *GRANTED*. BELIEVE *ME*. I'VE BEEN GUILTY OF DOING IT FOR A *LONG* TIME...!

IT'S GOOD TO SEE THAT *YOU* KNOW WHERE YOUR *PRIORITIES* ARE, PETER-- YOU KNOW WHAT'S IMPORTANT. DON'T EVER LOSE SIGHT OF THAT, LAD.

YEAH, JONAH... UM... ...THANKS.

HE'S *RIGHT!* I'VE BECOME SO CAUGHT UP IN THE TRAPPINGS OF MY LIFE AS SPIDER-MAN--

--I'VE *NEGLECTED* THE THINGS THAT MEAN THE MOST TO ME--LIKE MARY JANE AND AUNT MAY.

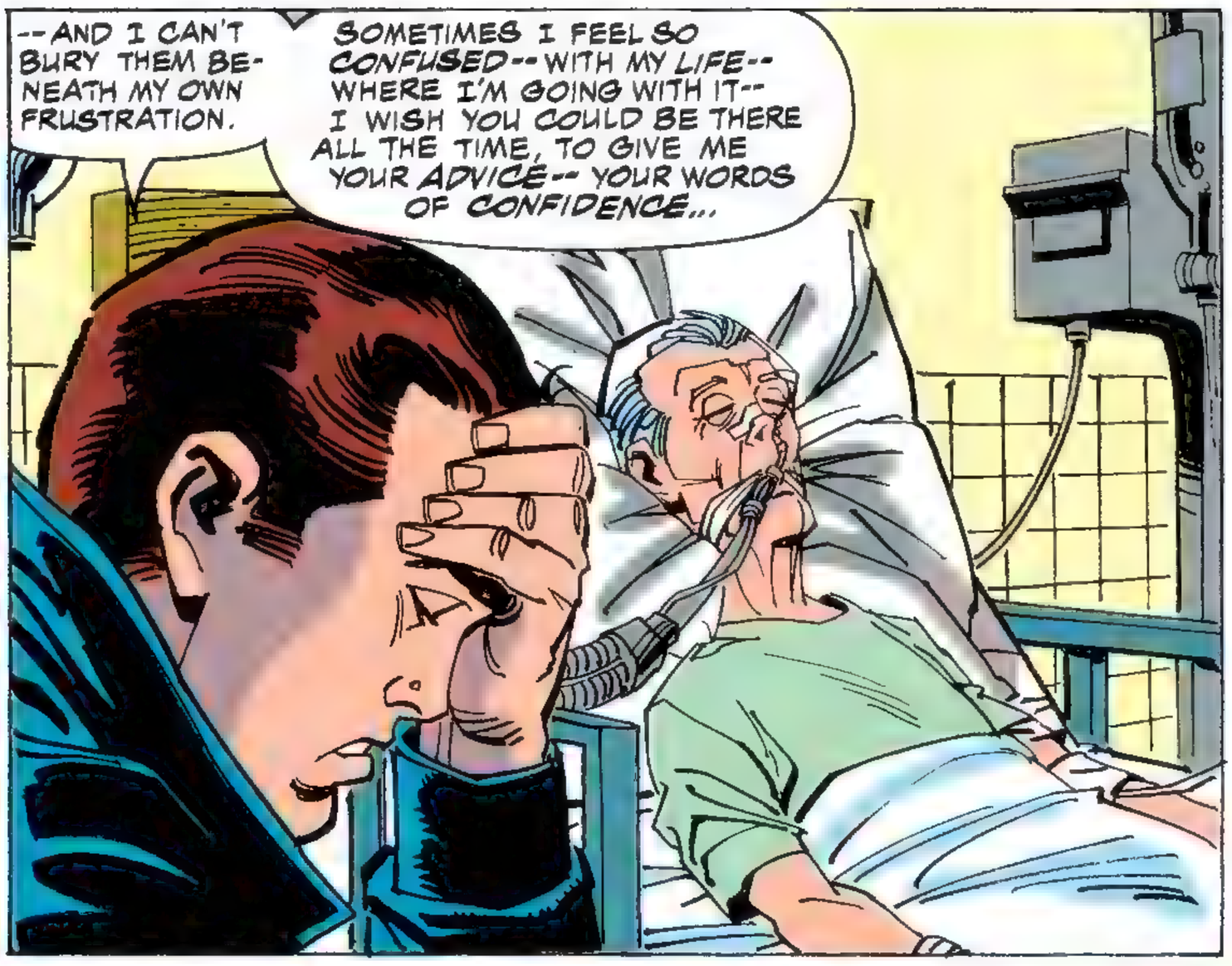
--BUT GARGAN IS SO CLOSE, AND...

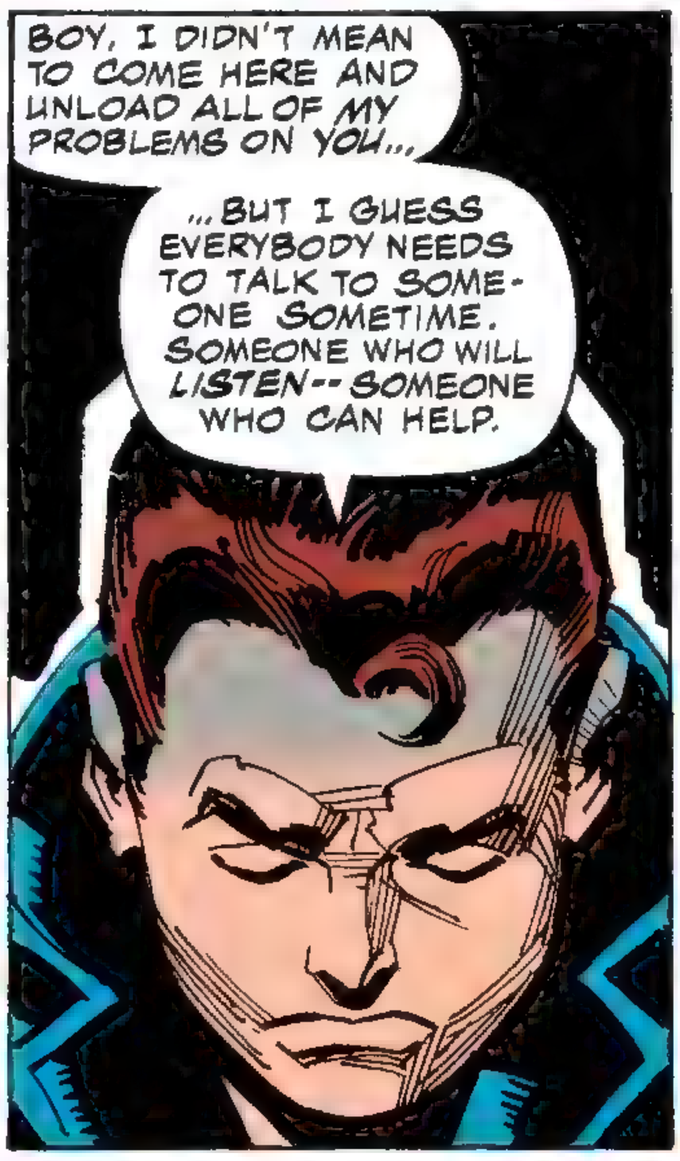
SORRY IF I SEEM *OUT OF IT*, JONAH--I JUST REALIZED THAT I'M LATE FOR AN APPOINTMENT. SEE YA LATER--AND *THANKS*.

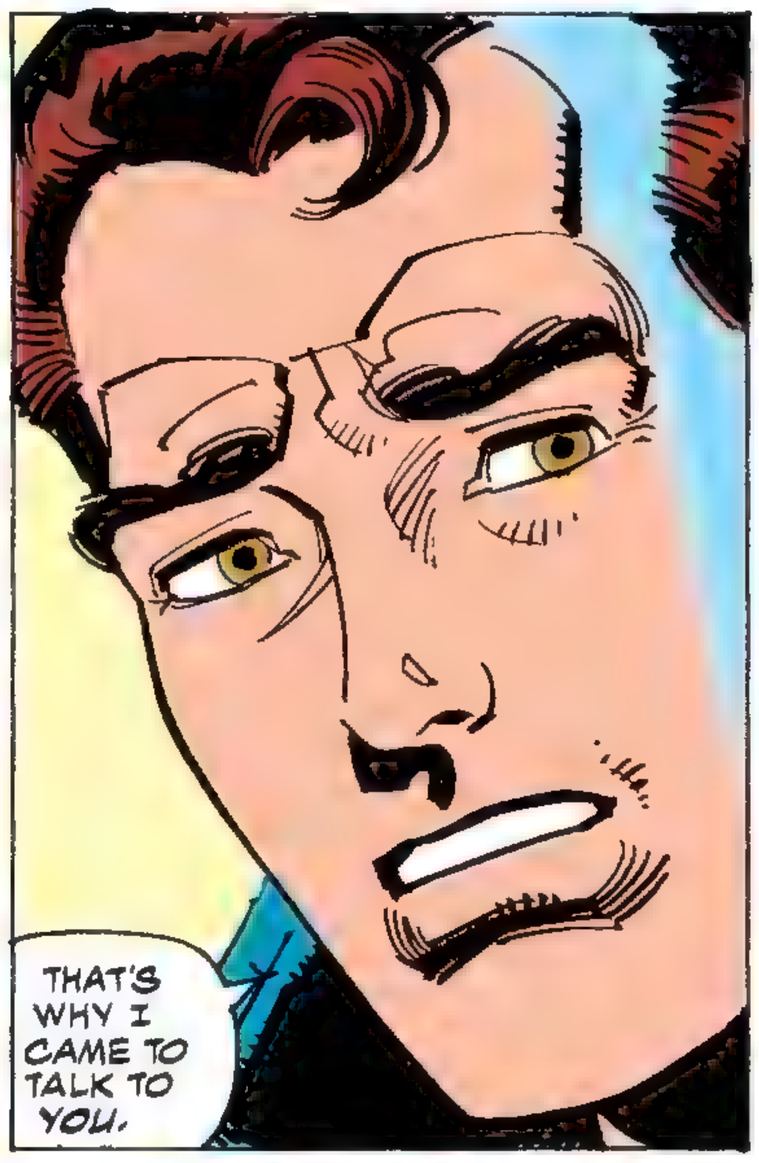
...I CAN APPLY JONAH'S WORDS OF ADVICE TO PETER PARKER'S LIFE *LATER*...

...AFTER I NAB GARGAN AND GET *SPIDEY'S* PROBLEMS IN ORDER.

Some time later...







WHAT ?!

OMIGOSH ! IT'S HIM!

HE'S HERE !

I'VE GOTTA FLY! THE LAST THING I WANT IS FOR HIM TO CATCH ME HERE !

CAN'T RISK RUNNING INTO HIM ! GOTTA FIND SOME IN-CONSPICUOUS, OUT-OF-THE-WAY PLACE TO LAY LOW UNTIL HE LEAVES...

...BUT WHERE...?!

MEANWHILE, UP ON THE ROOF...

I HOPE IT WASN'T A MISTAKE NOT GOING AFTER GARGAN AGAIN-- HE REALLY SOUNDED SINCERE ABOUT WANTING TO STRAIGHTEN OUT HIS LIFE...

... AND I DID CHECK WITH THE COPS. I CAN'T BELIEVE THEY LET HIM GO WITH A SLAP ON THE WRIST AFTER THAT SHROUD MESS...*

...BUT I WISH HIM LUCK--HECK, I WISH US BOTH LUCK !

NOW THAT I'VE SEEN HOW MY ANGER--

* SEE THE SHROUD LIMITED SERIES.--MARK

HUH? SOMEBODY'S COMING! DIDN'T WANT ANYBODY TO SEE ME UP--

THE ROOF SHOULD BE--
OH, NO!
WHAT THE--?!
IT'S YOU!
NEXT:
AT LONG LAST--
POWER AND RESPONSIBILITY!
(AFTER THIS CROSSOVER, NOTHING WILL EVER BE THE SAME FOR THE WALL-CRAWLER -- AND THAT'S NOT JUST CHEAP HYPE!)

MARVEL COMICS

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POWER AND RESPONSIBILITY

PART 1

WEB OF SPIDER-MAN®

INSIDE: WHO IS THE TRAVELLER?

BEGINNING THE SAGA THAT WILL ROCK THE SPIDERVERSE!

SPIDER-MAN® VERSUS... PETER PARKER?!™

STEVEN + '94 R.E.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

POWER AND RESPONSIBILITY PART 1 OF 4

SHADOW RISING

THE ROOF OF FOREST HILLS HOSPITAL...

YOU C-CAN'T BE--

--PETER PARKER?

WAIT! THIS IS A MISTAKE...

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WARMLY WELCOME WEB'S NEW ART TEAM
STEVEN BUTLER & RANDY EMBERLIN!
PENCILER INKER

...I ONLY WANTED TO SEE MAY AND GET OUT OF HERE BEFORE--

I DON'T CARE WHAT KIND OF SICK GAME YOU'RE UP TO, IMPOSTOR!

DOESN'T MATTER IF YOU'RE AN OTHER-DIMENSIONAL DOPPELGANGER, A STATE-OF-THE-ART REPLICOID, OR THE CHAMELEON HIMSELF...

...YOU'RE NOT PETER PARKER--

KROOM

--JUST AN INCREDIBLE SIMULATION.

THIS IS EXACTLY WHAT I'VE BEEN TRYING TO AVOID FOR YEARS NOW...

...AND I'M WAY TOO RUSTY FOR MY OWN GOOD THESE DAYS.

MAYBE YOU'RE NOTHING MORE THAN A FIGMENT OF MY TWISTED IMAGINATION--!

--SOME WARPED DELUSION I'VE CREATED IN MY OWN MIND--

I'VE GOT TO GET WITH THE PROGRAM FAST...

...THIS IS THE REAL THING I'M UP AGAINST HERE.

WHAT YOU ARE REALLY DOESN'T MATTER. I'M GOING TO TAKE YOU DOWN!

NOT NOW, SPIDER-MAN...

...NOT EVER, IF I CAN HELP IT.

WHAT'S YOUR HURRY, "PETEY"--?

I'M JUST BEGINNING TO APPRECIATE HOW MUCH WE HAVE...

THWIP

THWIP

...IN COMMON?!

NO--

--HE CUT OFF MY FORWARD MOMENTUM.

STOPPED HIM BEFORE HE COULD MAKE IT TO THE NEXT ROOF, BUT NOW...

...YOU'RE REALLY TICKING ME OFF.

WALL-CRAWLING IS MY SHTICK, PARKER...

Thwip

...AND THE SPIDER--

POOM

=UHFF=

SKRAASH

--IS NOTORIOUSLY TERRITORIAL!

--PETER--

...CALL ME THAT!

WOK

SOME KIND OF WAREHOUSE...

LISTEN TO ME, SPIDER-MAN--

DON'T...

I HATE--

POK

--PETER PARKER!

WOK

MILES NORTH OF THE CITY...

WELCOME TO RAVENCROFT HOSPITAL, FOLKS--

DR. KAFKA HERE HAS BEEN ANXIOUSLY AWAITING YOUR ARRIVAL.

ACTUALLY, COLONEL JAMESON IS THE ONE WHO INSISTED WE NEEDED SOME HELP AROUND THE INSTITUTE WHILE I... RECUPERATE*--

--BUT WE WEREN'T EXPECTING SUCH A LARGE ENTOURAGE.

CHAKRA, BOONE, MR. NACHT, AND MEDEA ARE... FELLOW STUDENTS OF HUMAN NATURE--WHO HAVE PROVEN INVALUABLE ASSETS TO MY WORK--

* FROM SHRIEK'S ATTACK IN AMAZING SPIDER-MAN # 390. -- ERIC

YOU MAY REGRET THAT DECISION YET, DOCTOR--

--RAVENCROFT IS OFFICIALLY CONSIDERED A... NECESSARY EVIL, AT BEST.

--AND DR. JUDAS TRAVELLER IS NOT ONE TO PASS UP AN OPPORTUNITY LIKE THIS.

WE'VE HAD A SUPER-POWERED RIOT AND ESCAPE ALREADY IN THE FEW WEEKS WE'VE BEEN OPEN--

--SO I CAN'T THANK YOU ENOUGH FOR AGREEING TO SHARE YOUR EXPERTISE...

"...AND I'VE INSTRUCTED MY SECURITY CHIEF TO SHARE OUR OPERATIONAL DETAILS WITH YOUR PEOPLE FOR THE DURATION."

WHAT ABOUT THE TREATMENT PROGRAMS?

NOT MY DEPARTMENT, MR. NACHT...

...BUT ALL OF OUR PATIENTS ARE RESTRAINED IN SEPARATE SECURITY CELLS, EACH DESIGNED TO NEUTRALIZE THEIR SPECIFIC ABILITIES--

SOMETIMES, COLONEL...

"...PEOPLE ARE THEIR *OWN* WORST ENEMIES."

POW!

ALMOST WISH YOU REALLY *WERE* PETER PARKER...

...BUT MY *SPIDER-SENSE* DOESN'T REACT TO YOU AT ALL.

SO YOU'RE *NOT* EVEN A REAL, LIVE--

UNLESS...

WHY DID YOU CARE ABOUT AUNT MAY? WHO IS SHE TO *YOU*?

WHO--WHAT--*ARE* YOU?

YOU MAY NOT BELIEVE WHAT I *SAY*, SPIDER-MAN...

...BUT YOU CAN'T DENY WHAT YOU SEE.

I'M YOUR CLONE.

MY...CLONE?

THE JACKAL'S PAWN--?!*

*LAST SEEN IN AMAZING #149-151. --ERIC

THAT WAS A LONG TIME AGO, BRO...

...AND IT LOOKS LIKE WE'VE BOTH MADE SOME CHANGES SINCE THEN.

BUT BY THE TIME YOU WAKE UP--

KROOM

UHNN!

"--I'LL BE LONG GONE... AGAIN."

YOUR THEORIES ARE THE CORNERSTONE OF OUR EFFORTS --AND THE FIELD ITSELF-- DR. TRAVELLER...

...YET RAVENCROFT IS A FAILED EXPERIMENT, SO FAR.

--AND IT HAPPENS TO FIT MY AGENDA PERFECTLY.

THEN I'LL GIVE YOU SOME TIME TO SETTLE IN--

THE CRIMINALLY INSANE

DR JUDAS TRAVELLER

BUT A GRAND ONE, DR. KAFKA.

YOU'VE BEGUN SOME EXTREMELY IMPORTANT WORK HERE-- ON THE VERY NATURE OF EVIL--

--WHILE I TAKE CARE OF WHATEVER ANNOYING PAPERWORK AND URGENT PHONE CALLS BUILT UP IN THE FEW MINUTES I'VE BEEN GONE...

"...AND I'LL BE BACK AS SOON AS POSSIBLE FOR YOUR TOUR OF THE PATIENTS' WING."

ALTHOUGH I TRULY HATE TAKING ADVANTAGE OF THE GOOD DOCTOR'S HOSPITALITY...

...WE HAVE OTHER PLANS.

RAVENCROFT IS EVERYTHING I HOPED--AND FAR, FAR MORE--

--THE PERFECT LOCATION FOR OUR...

...ULTIMATE EXPERIMENT.

FIRST CASE-- DMITRI SMERDYAKOV... A.K.A. THE CHAMELEON.

AN INSPIRED MOMENT OF SELF-RECOGNITION FOR A MAN WHO WAS NEVER MORE THAN A PALE COPY OF HIS FRIENDS...

...AND A HOLLOW REFLECTION TO HIS FOES.

SADLY, THERE IS *LITTLE* LEFT IN YOUR SHATTERED MIND NOW...

...EXCEPT THE *ECHO* OF *SPIDER-MAN.*

GREATER CHALLENGES...

...AWAIT.

YAAAR!

FRANCES LOUISE BARRISON-- THE APTLY SELF-TITLED *SHRIEK.*

A WOMAN OF SCREAMING PRIMAL PAIN AND RAGE...

...DROWNED OUT ONLY BY SPIDER-MAN.

PATTERNS...

...REPEAT.

QUICK QUESTION BEFORE I KILL YOU, STRANGER...

...WHO'S RUNNIN' THE ASYLUM THESE DAYS?!

THE NAME IS TRAVELLER, CARNAGE...

...AND I'VE BEEN LOOKING FORWARD TO THIS MEETING FOR QUITE SOME TIME.

HOPE THIS LITTLE STARIN' MATCH ISN'T SUPPOSED TO...

...SCARE ME?

EVERYONE SEEMS TO THINK I'M JUST TOO CRAZY TO KNOW WHAT'S GOOD FOR ME--!

PERHAPS, CLETUS KASADY...

...BUT YOUR SYMBIOTE IS OBVIOUSLY NOT.

THE *INSANITY* OF KASADY-- THE POWER OF THE ALIEN ENITY--

--TOGETHER, THEY FORGE AN EVIL SO PURE IT CAN BE *TASTED.*

AND HE, TOO, O'NES HIS DOWNFALL TO--

--SPIDER-MAN.

YOU HEARD TRAVELLER'S TELE-PATHIC COMMAND, CHAKRA--

...TIME FOR YOU TO GO *ASTRAL* AND LURE SPIDER-MAN IN.

INITIATE THE TEST, MY FAITHFUL HOST.

WHAT ARE YOU D--

PUT HIM *OUT* FOR THE COUNT, MEDEA...

TEK

TEK

TEK

"... WE'RE LOCKING DOWN THE HOUSE."

REALLY SORRY TO BOTHER YOU AGAIN ABOUT THIS, DR. KAFKA, BUT--

IF YOU'RE STILL WORRIED ABOUT OUR VISITORS, EDWARD...

...I ASSURE YOU THERE'S NO NEED FOR CONCERN.

I HAVE NO INTENTION OF ALLOWING ANY INTERFERENCE WITH YOUR RESEARCH BEFORE--

UNFORTUNATELY, THAT IS NOT YOUR PROMISE TO MAKE ANY LONGER...

TRAVELLER--?!

...RAVENCROFT IS NOW MINE.

WHERE DID YOU--

AND I NO LONGER HAVE ANY USE FOR YOU, DOCTOR...

"...ALL THE WHEELS ARE ALREADY IN *MOTION*."

NOO!

I'LL *NEVER* LET YOU...

...UNDER MY SKIN?!

HE GOT *AWAY*-- WHILE I WAS KNOCKED *OUT*!

--BUT HE *CAN'T* BE WHO HE SAID HE WAS.

I *SAW* MY "CLONE" DIE...

...I HELD HIM IN MY ARMS.

I DON'T *WANT* HIM TO BE WHO HE SAID--

SPIDER-SENSE SUDDENLY *BLARING*...

--GONE ALREADY, AS QUICKLY AS SHE CAME.

...DANGER!

DR. JUDAS TRAVELLER HAS A *CHALLENGE* FOR YOU. HE HAS TAKEN CONTROL OF *RAVENCRAFT* AND HE WILL KILL IT'S INMATES--UNLESS YOU STOP HIM.

OF COURSE--IF YOU DEFEAT HIM... THE INMATES WILL GO FREE TO MENACE THE WORLD.

IT'S A NO WIN SITUATION...

...THAT I'VE GOT NO CHOICE BUT TO FACE!

Thwip

"-- I'LL HAVE TO WORRY ABOUT FINDING MY DOUBLE LATER."

BUT HIS MIRROR IMAGE HAS NOT FLED...

SPIDER-MAN'S IN NO CONDITION TO FACE TROUBLE ALONE...

...WHICH LEAVES ME WITH *TWO* CHOICES.

I CAN GO *AFTER* HIM TO HELP--

RAGILE

RAVENCROFT IS A NIGHTMARE WAITING TO HAPPEN-- *UNDERSTAFFED* AND *OVER-POPULATED* WITH SUPER-PSYCHOS--

--FUNNY, NEVER THOUGHT I'D EVEN CONSIDER USING THIS STUFF AS ANYTHING BUT *SOUVENIRS*--

"--OR GET BACK TO *MAY PARKER*, WHO I CAME HERE FOR!"

I CAME AS *SOON* AS I HEARD, HONEY...

...YOU REALLY SHOULDN'T BE ALONE AT A TIME LIKE THIS.

I'VE MISSED YOU SO MUCH-- AND I KNOW MAY HAS, TOO--

--WE BOTH NEED YOU RIGHT NOW, AUNT ANNA.

WE ALL NEED FAMILY, MARY JANE...

"...SO WHERE'S YOUR HUSBAND?"

RAVENCROFT COMPLETELY SURROUNDED, LIEUTENANT...

...BUT STANDARD ORDNANCE WON'T PENETRATE THAT BARRIER, WHATEVER IT IS.

JUST MAINTAIN HOLDING FORMATION, MEN...

THE SWAT TEAM IS ALREADY ON THE WAY!

SPIDER-MAN--

--WE'VE GOT A SERIOUS HOSTAGE SITUATION HERE!

JOHN... DR. KAFKA... GLAD TO SEE YOU'RE--

NYPD

H-HE JUST TELEPORTED US ALL OUT--EXCEPT FOR EDWARD,,,AND MY PATIENTS--WITH A WAVE OF HIS HAND?!

AND THERE'S BEEN NO RESPONSE FROM INSIDE SINCE THEN--

WHO TELEPORTED YOU OUT?

HIM...

...DR. JUDAS ...TRAVELLER!

SPIDER-MAN, I PRESUME...

YOU'VE GOT A REP, TOO, DOC. BUT NOT AS A TERRORIST--!

...I'VE HEARD SO MUCH ABOUT YOU.

NO!

WHILE HE'S DISTRACTED...

BUDDA BUDDA

NYPD

NYPD

"...I'M TAKING THE CREEP DOWN."

BUDDA

REALLY, OFFICER--

--YOU MUST BE MORE CAREFUL WITH LIVE AMMUNITION...

PLINK

...IN THE PRESENCE OF SO MANY INNOCENTS.

NOW! COME, SPIDER...

...I DID THIS ALL FOR YOU.

AND I INTEND TO PUT EVERY SINGLE ONE OF THE TORTURED SOULS INSIDE OUT OF THEIR MISERY...

...UNLESS YOU STOP ME.

HOWEVER, IF YOU--AND THEY--DO SURVIVE MY GAUNTLET...

...THE POWERFUL WRETCHES WILL THEN BE RELEASED INTO THE WORLD AT LARGE!

AM I NUTS FOR EVEN CONSIDERING THIS NO-WIN CHALLENGE--

--OR SOMETHING WORSE FOR HESITATING?!

WE SHALL ALL DISCOVER THAT TOGETHER SPIDER...

...YOUR ORDEAL TRULY BEGINS NOW.

KROOM

"POWER AND RESPONSIBILITY" CONTINUES IN AMAZING SPIDER-MAN #394...!

NEXT ISSUE: "A HERO IS BORN!"

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POWER AND RESPONSIBILITY

PART 2

the AMAZING SPIDER-MAN®

INSIDE: CARNAGE™ AS YOU'VE NEVER SEEN HIM!

DEFEATED BY TRAVELLER!™

...AND THE ONLY ONE WHO CAN SAVE HIM IS THE CLONE WHO COULD STEAL HIS LIFE!

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SO WHY DOES HE FEEL A SUDDEN URGE TO SPIN A WEB-LINE, TAKE THE LEAP, AND SWING OUT--ABOVE THE LIGHTS AND TRAFFIC...

...SHOUTING AT THE TOP OF HIS LUNGS: "I'M BACK--AND NOTHING'S EVER TAKING ME AWAY FROM HERE AGAIN"?

HE LETS THE FEELING PASS--THEN SHAKES HIS HEAD IN DISGUST...

...REMINDING HIMSELF THAT HE GAVE UP HOPING LONG AGO...

...MADE PEACE WITH WHO HE WAS--AND WHO HE WASN'T--DURING THE HARD, LONELY YEARS OF WANDERING.

HE'S BACK NOW FOR ONE REASON--AND ONE REASON ALONE:

MAY PARKER.

REAL MEMORY OR FALSE, SHE'S THE ONLY LINK FROM PETER PARKER'S LIFE THAT HE REFUSES TO IGNORE. AND SHE'S DYING.

HE SHOULD BE WITH HER NOW, BY HER BEDSIDE AT FOREST HILLS HOSPITAL.

LET THE REAL PARKER HAVE THE STREETS, THE CROWDS, THE LIGHTS, THE LIFE.

HE BELONGS TO THE SHADOWS...

...AND HE ALWAYS WILL.

Westchester County

AT FIRST, IT LOOKS LIKE RAVENCROFT INSTITUTE IS ON FIRE: A CONFLAGRATION THAT LIGHTS THE NIGHT FOR MILES AROUND.

AS ONE GETS CLOSER IT BECOMES CLEAR THAT THIS IS NO FIRE...BUT A COCOON OF SHIMMERING, IMPENENETRABLE ENERGY THAT HAS ENGULFED THE MAIN BUILDING, LEAVING THE POLICE--AND RAVENCROFT'S OWN SECURITY FORCE...

...UNABLE TO ENTER.

COLONEL JAMESON--THERE MUST BE SOMETHING WE CAN DO!

IF YOU'VE GOT ANY IDEAS, DOCTOR KAFKA, I'D LOVE TO HEAR THEM!

YOUR FRIEND JUDAS TRAVELLER SEEMS TO HAVE SEALED THE PLACE UP TIGHT!

I DON'T UNDERSTAND THIS!

TRAVELLER'S A PSYCHOLOGIST... A PHILOSOPHER--NOT SOME SUPER-POWERED CRIMINAL--!

WHERE WOULD HE GET THE POWER TO DO THIS?

TELEPORTING THE STAFF OUT HERE, WHILE HE--

OH, NO!

COLONEL... HE'S IN THERE WITH THEM!

WHO?

"EDWARD WHELAN...MY ASSISTANT--

"HE'S STILL INSIDE!"

DON'T SHUDDER SO, EDWARD.

YOU HAVE NOTHING TO FEAR--FROM THE TRAVELLER.

DO YOU SEE, *CHAKRA?*

ARE YOU TAKING NOTES, *MISTER NACHT?*

THE MAN IS FROZEN IN TERROR... BECAUSE HE DOES NOT *UNDERSTAND.*

ENDLESS YEARS I HAVE DEDICATED TO THE STUDY OF HUMAN NATURE...SPECIFICALLY TO MAN'S CAPACITY FOR *EVIL*--

--AND TIME AND AGAIN I HAVE SEEN THE HUMAN POTENTIAL TO RISE TO SPIRITUAL GREATNESS *ERODED*-- BY SIMPLE *FEAR.*

IT'S IN THE SOIL OF FEAR THAT EVIL *BREEDS* AND *BROODS*, EDWARD. IT'S IN THE SOIL OF FEAR THAT THE *NIGHT-MONSTERS* LIVE, HUNGRY AND DESPERATE TO CLAW THEIR WAY UP--

--*INTO THE LIGHT.*

EXCELLENT!

I HAVE *READ* ABOUT THIS ONE, TRAVELLER. A PRODUCT OF *BARON ZEMO'S* EXPERIMENTS IN *PSYCHO-GENETIC ENGINEERING.*

INDEED. THIS CREATURE IS WHAT EDWARD WHELAN ALWAYS *BELIEVED* HIMSELF TO BE: WORTHLESS. DEGRADED.

VERMIN.

VERMIN... ISSS *ALIVE* AGAIN?

VERMIN... ISSS *FREE* AGAIN?

VERMIN... ISSS--

--HUNGRY!!

FALL.

PARALYZED.

UNABLE TO *MOVE* OR *SPEAK.*

WELL DONE, TRAVELLER! *WELL DONE!*

CAN I *STUDY* HIM NOW? LEARN OF HIS PAIN AND ANGER... HIS SORROWS AND JOYS?

NO. FOR ALL THE TORMENT THE WORLD HAS HEAPED UPON HIM, WHELAN'S HEART IS *PURE.*

HEAVEN FORGIVE ME IF I *ADD* TO HIS SUFFERING.

CHAKRA?

IT'S DONE.

GOOD--

"--LET *ONE* OF US, AT LEAST, KNOW PEACE.

"THERE WILL, AFTER ALL, BE SUFFERING *BEYOND MEASURE*--

"--BEFORE THIS NIGHT IS *THROUGH.*"

POWER AND RESPONSIBILITY
PART TWO

DEATH DOWN!

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MANY WOULD CONSIDER THIS ASYLUM FOR MENTALLY-UNBALANCED SUPER-BEINGS ONE OF THE MOST DANGEROUS PLACES ON EARTH.

HERE, WITHIN THESE WALLS, ARE TWISTED MINDS, MUTILATED HEARTS, DEAD SOULS.

MADNESS HANGS ON THE AIR, SO THICK IT'S PALPABLE; THE SHADOWS SEETHE WITH UNKNOWN DANGERS.

BUT THE MASKED ADVENTURER FINDS EVEN **THIS** PLACE PREFERABLE TO **PARKER'S** WORLD. PARKER'S **PAIN.**

BETTER TO RISK HIS LIFE AS **THE SPIDER**--THAN LIVE ONE MORE MOMENT AS THE **MAN.**

WHEN THE WOMAN CALLED CHAKRA APPEARED TO HIM, SHE TOLD SPIDER-MAN THAT, IF HE DIDN'T COME HERE --WALK JUDAS TRAVELLER'S GAUNTLET--ALL OF RAVENCROFT'S INMATES WOULD BE **KILLED.***

...SEEN THE **MIRACLES** SIMPLE HUMAN COMPASSION CAN BRING ABOUT.

THERE ARE MANY WHO WOULD HAVE REPLIED, "FINE. **LET** THEM DIE. THE WORLD WILL BE A BETTER PLACE **WITHOUT** THEM."

*WEB #117. --DANNY

BUT SPIDER-MAN HAS WITNESSED DOCTOR KAFKA'S HEROIC STRUGGLES TO RESTORE SANITY TO BROKEN PSYCHES...

AND HE CAN'T LET HER WORK BE SO CAVALIERLY DESTROYED.

Open wide Pandora's Box.

Let the beasts and demons fly free.

OR AT LEAST THAT'S HOW **PARKER** WOULD HAVE RATIONALIZED BEING HERE.

THE SPIDER KNOWS THERE'S MORE TO IT THAN THAT.

DIDN'T CHAKRA **ALSO** SAY THAT--IF SPIDER-MAN SUCCEEDS IN **SAVING** THESE DANGEROUS LUNATICS--TRAVELLER WOULD SET THEM **LOOSE** IN THE WORLD?

AND DOESN'T THAT MAKE THIS A **NO-WIN** SITUATION --AS UTTERLY HOPELESS...

...AS HIS OWN LIFE?

AND THERE'S THE MAN **RESPONSIBLE** FOR HIS HOPELESSNESS:

DMITRI SMERDYAKOV. **THE CHAMELEON.**

NOTHINGNOTHINGNOTHING NOTHINGNOTHING

CREATOR OF THE SIMULACRA THAT MASQUERADED AS PETER PARKER'S PARENTS.

AT FIRST THE SPIDER WANTS TO **POUND** ON THE REINFORCED GLASS, BREAK **INTO** THE CELL, **FINISH** THE JOB THE WEAKLING PARKER DIDN'T HAVE THE STOMACH FOR. WRING THE **LIFE** OUT OF THE CHAMELEON.

BUT THEN HE HEARS THE MAN'S PATHETIC WHIMPERING. WATCHES AS SMERDYAKOV SHIFTS FROM FACE TO FACE, IDENTITY TO IDENTITY, DESPERATELY SEEKING A SELF THAT NO LONGER EXISTS...

...AND HE REALIZES THAT THE JOB HAS ALREADY BEEN **DONE.**

Look into the mirror of his mind...

...and see yourself.

FOR A MOMENT, AS HE STANDS THERE, HE FEELS HIS **OWN** SENSE OF SELF SLIPPING AWAY. SUCKED UNCONTROLLABLY INTO THE WHIRLPOOL OF THE CHAMELEON'S DEMENTIA.

HE THINKS OF THE **DUPLICATE** OF HIMSELF HE ENCOUNTERED EARLIER THIS EVENING--THE ONE CLAIMING TO BE THE **CLONE** HE'D THOUGHT LONG DEAD...

...AND FEELS A PARALYZING TERROR AT THE THOUGHT OF THAT UNHUMAN **THING** SOMEHOW **STEALING** HIS IDENTITY--LEAVING **HIM** AS MUCH A FACELESS MAN AS **SMERDYAKOV.**

THE UNBEARABLE THOUGHT FADES QUICKLY WHEN THE LIGHT IN THE CHAMELEON'S CELL SUDDENLY WINKS OUT...

...AND **ANOTHER** CELL ILLUMINATES **BEHIND** SPIDER-MAN.

CARNAGE.

NO PARAMETERS ON **THIS** ONE'S MADNESS. NO STRAITJACKET CAN HOLD IT. NO CELL CAN CONTAIN IT. NO PSYCHIATRIST CAN EXPLAIN IT.

"EXISTENCE," THAT MIND SEEMS TO WHISPER, "IS **POINTLESS.** THE GOOD PERISH. EVIL IS ETERNAL.

CLETUS KASADY'S MIND IS DARK CHAOS...OOZING OUT LIKE NUCLEAR WASTE, POISONING EVERYTHING **AROUND** IT.

"NO MORAL BOUNDARIES, NO MEANING. **NO GOD.**"

The beasts!

The demons!

The mirror!

THE LIGHT FADES IN CARNAGE'S CELL, PLUNGING THE RAVENCROFT CORRIDORS INTO DARKNESS...

...LEAVING SPIDER-MAN ALONE WITH HIS OWN FEVERED THOUGHTS.

AGITATED, AFRAID, HE STANDS IN THE SHADOWS, UNCERTAIN OF WHAT TO DO, WHERE TO TURN.

THE SPIDER'S MASK WAS SUPPOSED TO BE HIS PROTECTION... HIS SAFETY NET.

BUT NOW, IT SEEMS, HIS SAFETY NET IS GONE.

A THOUSAND THOUGHTS CRAWL, LIKE INSECTS, THROUGH HIS MIND.

A THOUSAND FEELINGS SPIN LIKE INTRICATE, UNBREAKABLE WEBS.

HE TRIES TO SHUT THEM OUT, PUSH THEM AWAY, BUT THE OVERWHELMING INSANITY OF THIS PLACE...

...CONTINUES TO SEEP THROUGH HIS EVERY PORE.

NO WALLS BETWEEN HIMSELF-- AND THE MADMEN LOCKED AWAY HERE.

Alone! Gazing into the shattered mirror of self!

With no one to help you!

No soul to love you!

...MARY JANE-- ARE YOU LISTEN-ING TO ME?

--FOR PITTSBURGH... NOW BOARDING AT GATE THIRTY-FIVE--

La Guardia Airport

I'M SORRY, AUNT ANNA-- I WAS JUST... THINKING--

MAYBE THIS ISN'T THE RIGHT TIME TO BE DOING THIS. I MEAN, WITH MAY IN THE HOSPITAL AND ALL--

--HOW CAN I EVEN CONSIDER GOING BACK HOME--

THE DOCTORS SAY MAY COULD BE IN THAT COMA FOR WEEKS, MAYBE MONTHS--IF SHE COMES OUT OF IT AT ALL.

IF ANYTHING HAPPENS, I'LL CALL YOU IMMEDIATELY--

--YOU CAN BE ON THE PLANE AND BACK HERE IN A FEW HOURS.

NO...I... I CAN'T!

IT'S NOT RIGHT!

PETER NEEDS ME! HE--

PETER--?!

FROM WHAT YOU'VE TOLD ME, HE'S BEEN NO HELP AT ALL-- TO YOU OR MAY!

BUT HE'S BEEN UNDER SO MUCH PRES-SURE...HE'S--

AND YOU HAVEN'T?

MARY JANE WATSON--AREN'T YOU THE ONE WHO TOLD ME THAT YOU HAD TO DO THIS?

YES, BUT--

THAT IF YOU DIDN'T MAKE PEACE WITH THE PAST...WITH YOUR SISTER AND FATHER... YOU'D BE NO GOOD TO PETER, MAY, OR ANYONE?

I KNOW, BUT--

NO MORE "BUTS"! YOU GET ON THAT PLANE...RIGHT NOW--

--AND YOU GO SEE YOUR FAMILY!

SEEMS T'ME THAT THE ONLY *REAL* FAMILY I EVER *HAD*-- IS STANDING RIGHT HERE IN *FRONT* OF ME.

I ALWAYS TRIED TO DO WHAT WAS *RIGHT* FOR YOU.

AND YOU REALLY THINK *THIS* IS THE RIGHT THING?

WILL YOU *STOP* ASKING SO MANY QUESTIONS--

--AND *GO?*

I'LL CALL YOU AS SOON AS I GET TO *GAYLE'S.*

HAVE A SAFE TRIP, SWEETHEART.

AND DON'T YOU WORRY ABOUT *ANYTHING.*

Forest Hills Hospital

HE'S WORRIED ABOUT EVERY-THING.

WHAT WILL HAPPEN IF SHE DIES? WHAT KIND OF CONDITION WILL SHE BE IN IF SHE LIVES? ARE HER DOCTORS GOOD ENOUGH? ARE THERE SPECIALISTS THAT SHOULD BE CALLED IN?

HE KNOWS HE SHOULDN'T CARE--THAT HE HAS NO RIGHT TO CARE...

...BUT HOW CAN HE NOT?

MAYBE IT WAS A LIFE HE NEVER TRULY LIVED, A FAMILY HE NEVER TRULY HAD...

...BUT THE MEMORIES OF MAY PARKER ARE THERE NONETHELESS...

...AND THEY'RE THE ONES HE HOLDS MOST DEAR.

SHE MAY NOT KNOW HIM... BUT HE KNOWS HER...

... LOVES HER...

...TO THE BOTTOM OF HIS SOUL

MR. PARKER...?

I'M DOCTOR CAPUTO.

HIS THOUGHTS RACE FRANTI-CALLY:

DOES HE... DOES THE REAL PETER PARKER... KNOW THIS WOMAN? WHAT SHOULD HE DO? HOW SHOULD HE ACT?

HE HEARS THE NAME AND HE DOESN'T KNOW WHETHER TO REJOICE... OR RUN.

I DON'T MEAN TO *INTRUDE*, MR. PARKER... BUT, FROM ALL YOUR WIFE HAS *TOLD* ME ABOUT YOU, I FEEL AS IF WE'VE ALREADY *MET*.

AND... FRANKLY--

--YOU LOOK LIKE YOU COULD USE A *FRIEND*.

DOCTOR--

--YOU DON'T KNOW THE *HALF* OF IT.

INSECTS.
SPIDER.
WEBS.
MAN.
INSANE.
PARENTS DEAD.
FACELESS.
WIFE GONE.
ALONE.
AUNT DYING.
ALONALONE ALONEALONE!

NO! HIS FRAGMENTING THOUGHTS SCREAM. IF I CAN JUST STAY CALM... SAFE HERE BEHIND THE MASK... I'LL *MAKE* IT.

HE KNOWS IT'S A LIE AS SOON AS HE *THINKS* IT...

...AND THE SHADOWS *THEMSELVES* SEEM TO MOCK HIS FALSE BRAVADO.

EYES WATCHING.

VOICES CHATTERING.

TALKING ABOUT HIM.

LAUGHING AT HIM!

I KNOW YOU'RE THERE!

WHY WON'T YOU LEAVE ME *ALONE*?!

STOP LAUGHING AT ME! STOP *HIDING*!

STOP HIDING AND *SHOW YOURSELF*!

WHO *ARE* YOU?!

WHAT DO YOU *WANT* FROM ME?!

WHY ARE YOU *DOING* THIS?!

WHY WON'T YOU LEAVE ME A--

*RA-A-A-A

WHY *STRUGGLE?* I'VE BEEN DANCING THROUGH YOUR CONSCIOUSNESS FOR *HOURS*--

--DO YOU THINK YOU CAN FORCE ME OUT *NOW?*

ALL THROUGH THIS INSTITUTION ARE MINDS *OBSESSED* WITH YOU, SPIDER-MAN. YOUR NAME RUNS LIKE A *MANTRA* THROUGH THEIR TWISTED PSYCHES.

--BY PUSHING ASIDE THE FINAL VEILS OF CONSCIOUSNESS--

--AND *MOVING IN* ...TO THE PARTS OF YOUR SOUL SO DEEP, SO *SHADOWED*--

--THAT YOU *YOURSELF* ARE UNAWARE OF THE TRUTHS THAT RESIDE--

THEY STRAIN, FUTILELY, TO *UNDERSTAND* YOU... BUT THEIR VERY MADNESS PREVENTS THEM FROM EVER *DOING* IT.

I WANT TO UNDERSTAND YOU, AS WELL--

--AND I *WILL*--

--THERE...?!

HAHAHAHAHA

HAHAHAHA-HA-HA!!

STOP!!

YOU CAN'T DO THIS TO ME!

YOU DON'T HAVE THE *RIGHT!*

KOOOM!

I'M... I'M NOT SOME *JOKE!*

I'M NOT SOME *LABORATORY EXPERIMENT!*

KOOOM!

I'M A *MAN!!*

TH-

TOOM!

TH-

TOOM!

TH-TO

OOM!

THAT YOU ARE.

AN UTTERLY BROKEN MAN.

HE KNOWS THAT TRA-VELLER IS RIGHT.

BROKEN, NOT BY THIS NIGHT'S EVENTS-- BUT BY A LIFETIME.

AUNTMAYMARY JANEGWENUNCLEBEN

HOW LONG, HE THINKS (IF THESE CRIPPLED IMPULSES THAT CRAWL ACROSS HIS MIND CAN BE CALLED THOUGHT), CAN HE GO ON FIGHTING?

AND FOR WHAT?

SOME IMAGINED IDEAL? SOME MORAL LINE IN THE SAND?

BETTER TO WITH-DRAW INTO NOTHING-NESS LIKE SMERD-YAKOV... THAN LIVE IN THIS CRUEL AND HEARTLESS WORLD.

AAAA

SOON PERHAPS-- BUT NOT JUST *YET.*

OUR LITTLE EXPERIMENT-- ISN'T QUITE *OVER.*

YOU SEE, *SCRIER,* MY OLD AND DEAR FRIEND--

--WHEN I LOOKED INTO HIS MIND, I DISCOVERED--

--THAT THERE'S... *ANOTHER* ONE.

I AM *CHAKRA*... AND I BRING YOU A MESSAGE--

--A *CHOICE*--

--FROM *THE TRAVELLER.*

HOW DID YOU--?!

SAY NOTHING. ASK NOTHING. JUST *LISTEN*--

--AND *CONSIDER.*

YOUR DOUBLE... YOUR *RIVAL*... WILL *DIE*, BY MY MASTER'S HAND, WITHIN THE *HOUR.*

LET SPIDER-MAN DIE--AND YOU CAN HAVE THE LIFE, THE IDENTITY--

--YOU HAVE *DREAMED* OF... *HUNGERED* FOR... DURING YOUR LONG YEARS OF EXILE.

OR--

--COME *WITH* ME TO RAVENCROFT--

--AND RISK YOUR *OWN* LIFE--

"--TO SAVE THE ONE MAN IN ALL THE WORLD--

"--WHOSE *DEATH*--

"--WOULD SET YOU FREE."

AAAA

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POWER RESPONSIBILITY

PART 3

SPIDER-MAN®

INSIDE: TRAVELLER™ TRIUMPHANT!

AT LAST! SPIDER-MAN'S CLONE SWINGS INTO ACTION...

...TO SAVE THE LIFE OF THE *ORIGINAL!*

A HEARTBEAT AWAY!

POWER & RESPONSIBILITY

Part 3 of 4

Stan Lee presents

HOWARD MACKIE / TOM LYLE
story and art

SCOTT HANNA
finishes

STARKINGS/ COMICRAFT
lettering

KEVIN TINSLEY
colors

DANNY FINGEROTH
editor

TOM DeFALCO
chief

I WISH YOU COULD HEAR ME, AUNT MAY...

...OR DO I?

WHAT WOULD YOU THINK IF YOU SAW MY FACE?

THAT I WAS YOUR NEPHEW... PETER PARKER?

YOU'D BE WRONG.

I'M NOBODY!

Oh, I MAY LOOK LIKE PETER...

... AND EVEN POSSESS SOME OF HIS MEMORIES.

BUT I'M A SHAM... A FAKE... A *CLONE!*

I'VE STAYED AWAY FROM THIS CITY... THIS LIFE... FOR YEARS.

I MOVED AROUND... TRIED TO PUSH EVERY-THING ABOUT PETER'S LIFE OUT OF MY MIND.

BUT THERE WAS ALWAYS YOU. I COULDN'T ... DIDN'T WANT TO... FORGET YOU. I EVEN STARTED CALLING MYSELF *BEN REILLY.*

BEN AFTER THE MEMORY OF UNCLE BEN, AND REILLY WAS YOUR MAIDEN NAME.

I THOUGHT MYSELF PRETTY CLEVER.

THEN YOU GOT SICK...

... I *HAD* TO COME BACK.

AND THEN EVERYTHING FELL IN ON ME.

PETER AND I FACED EACH OTHER.*

THE RESULTS WERE TO BE EXPECTED.

* WEB #117. -- DANNY

THEN THE WOMAN CALLING HERSELF *CHAKRA* APPEARED.

PETER FOLLOWED HER... FOLLOWED HER INTO DANGER... TOWARD RAVEN-CROFT.

THERE WAS SOMETHING ABOUT WHAT SHE SAID. SOMETHING ABOUT THE WAY PETER WAS ACTING.

SOME-THING THAT MAKES ME THINK THAT...

... PETER PARKER IS GOING TO *DIE* TONIGHT.

NOW HERE I AM.

QUES-TIONING WHAT TO DO.

HOPING THAT YOU'LL COME OUT OF YOUR COMA AND MAKE IT ALL BETTER ... LIKE THE AUNT MAY OF MY ... *HIS* ... MEMORIES.

WHAT DO I DO, AUNT MAY?

IF I DON'T ACT, PETER MIGHT DIE.

THEN, ONCE AND FOR ALL, I CAN HAVE THE LIFE I'VE BEEN DREAMING OF FOR ALL THESE YEARS.

ALL I HAVE TO DO IS SIT HERE.

DO NOTHING AND THE MEMORIES ... THE LIFE ... ALL OF IT ...

... CAN BE *MINE!*

IT'S NOT EVEN A REAL QUESTION THAT I'M ASKING MYSELF... I KNOW WHAT I HAVE TO DO.

IT'S WHAT *HE* WOULD DO.

BOTTOM LINE... I AM HIM.

ESSENTIALLY, YOU RAISED US *BOTH!*

I KEPT SOME MEMENTOS FROM THE OLD DAYS.

JUST COULDN'T LET GO OF THEM. THEY... SPIDER-MAN... WERE AS MUCH A PART OF THE LIFE THAT COULD NEVER BE MINE AS YOU WERE, AUNT MAY.

THANK YOU, AUNT MAY.

NO MATTER WHAT ELSE HAPPENS. NO MATTER WHO I AM... IF I DIE... IF... IF... YOU... DIE...

THE MEMORIES I HAVE OF *YOU*...

... HAVE MADE MY LIFE SEEM *REAL.*

THE INTENSIVE CARE UNIT'S NURSES STATION...

DOCTOR CAPUTO... I'M GETTING A FLATLINE ON THE PARKER MONITOR.

HER HEART.

WE'VE GOT A CODE RED!

MOVE IT, LUCY! I'M NOT GOING TO LOSE HER!

IT'S OKAY... IT'S OKAY... SHE'S FINE...

THE MONITOR CABLE DISCONNECTED.

GOD, I HATE THESE THINGS!

LUCY...? HAS ANYONE SEEN MISTER PARKER?

HE WAS IN HERE EARLIER. I THOUGHT HE'D BE STAYING THE NIGHT.

NO, DOCTOR...

"... I NEVER SAW HIM LEAVE."

I'M TOO MUCH LIKE PETER FOR MY OWN GOOD.

CAN'T RESIST PLAYING THE HERO.

MAYBE THIS TIME I'LL *REALLY* DIE!

PUT AN END TO IT ALL!

THE RAVENCROFT INSTITUTE...

THIS SPIDER-MAN HAS PROVEN A DIS-APPOINTMENT, MISTER NACHT--

--IS THE *OTHER* ONE ON HIS WAY?

CHAKRA BELIEVES SO. WILL YOU BE GREETING HIM, TRAVELLER?

NO. TIME ENOUGH FOR THAT LATER. FOR NOW I WILL OBSERVE THIS ONE.

THERE MUST BE SOMETHING MORE TO HIM. THE MINDS OF THE INMATES GATHERED HERE WERE OBSESSED BY HIM...

I *MUST* UNDERSTAND HIS ESSENCE.

SEE TO IT THAT THE OTHER IS ALLOWED TO ENTER. HAVE *BOONE* AND *MEDEA* ENGAGE HIM.

AND SEE TO IT THAT BOONE KEEPS MEDEA UNDER CONTROL. I WANT THE SUBJECT UN-DAMAGED.

OF COURSE, JUDAS.

AND, NACHT...

...I WILL EXPECT COPIOUS NOTES.

MEANWHILE, OUTSIDE RAVENCROFT...

THE RAVENCROFT SECURITY FORCES, LED BY JOHN JAMESON, HAVE BEEN JOINED BY LOCAL LAW ENFORCEMENT AGENCIES AND THE MEDIA.

ALL ARE KEPT OUT OF THE FACILITIES BY AN IMPENETRABLE BARRIER.

POLICE PATROLS BLANKET THE AREA, GUARANTEEING THAT NO ONE SLIPS OUT FROM INSIDE.

BUT THE POLICE CANNOT BE EVERYWHERE... SEE EVERYTHING.

THIS IS THE PLACE BUT -- IF NO ONE ELSE CAN...

...WILL I BE ABLE TO GET THROUGH THIS...

...STUFF?

THAT WAS EASY.

LIKE MAYBE THEY WERE *EXPECTING* ME.

QUIET IN HERE--

SMASH

HOW'D HE DO THAT, BOONE?

I HAD HIM DEAD IN MY SIGHTS! SHOULD BE NOTHIN' BUT A PILE OF CHARRED BONES LEFT.

CONSIDER YOURSELF LUCKY THEN, MEDEA.

TRAVELLER WANT THIS ONE ALIVE. WE'RE JUST SUPPOSED TO PLAY WITH HIM A LITTLE.

YEAH, RIGHT. NOW, WHERE DID HE GO? YOU'RE THE TRACKER-MAN... SO FIND HIM ALREADY!

I'M ON HIM, GIRL.

MEANWHILE...

GOT... TO... GET... FREE!

CARNAGE... CHAMELEON... SHRIEK... THE OTHERS!

TRAVELLER... WILL... KILL THEM ALL! OR...

...SET THEM FREE!

DON'T KNOW... WHICH... IS WORSE!

GOT TO DO... SOME-THING... ANY-THING!

I LOSE... EITHER... WAY!

GET OUT OF MY HEAD...

WHY WON'T YOU...

...LET ME BE...

UNCLEBEN KRAVENCHAMELEON AUNTMAYMOMDAD DOCOCKVULTURE GWENCARNAGE VENOMMARYJANE... HARRY...

GOTCHA, PETEY!

NO! GET AWAY!

I CAME HERE TO ESCAPE ALL OF YOU. I WANT PEACE!

THERE IS NO PEACE HERE, SPIDER-MAN.

NOT FOR US!

WE HAVE THE POWER...

...WE HAVE THE RESPONSI-BILITY!

OUR FRIENDS... OUR FAMILY... EVERYONE -- THEY NEED US!

WE'VE TANGLED THEM ALL IN THE WEB OF OUR LIFE.

NOW WE HAVE TO USE OUR POWER AGAINST ...

"...THEM!"

POWER... RESPONSIBILITY... POWER... RESPONSIBILITY...

WHAT SORT OF MAN ARE YOU...

...WHAT SORT OF MAN...

MEANWHILE...

WHERE IS HE, BOONE? YOU SAID THE TRAIL LED *HERE!*

I DID... AND THERE HE *IS!* HEADIN' *INSIDE.*

I CAN TAKE HIS HEAD OFF FROM HERE AND NOT EVEN SCORCH HIS SHIRT. I *KNOW* I CAN.

C'MON, GIRL. YOU KNOW THE BOSS'S ORDERS. WE'RE TO TEST HIM, BANG HIM UP A LITTLE, SEE WHAT HE'S MADE OF, BUT *NO KILLING.*

YOU GUYS ALWAYS TAKE THE *FUN* OUT OF EVERYTHING.

GET USED TO IT. I DID.

COME.

WELL, YOU'LL HAVE TO *EXCUSE* ME IF HE "*ACCIDENTALLY*" GETS *DEAD* IN THE FIGHT. IT'S WHAT I DO *BEST*.

YOU'D BEST LEARN TO ADAPT AND FOLLOW ORDERS, KID. TRAVELLER WILL ONLY PUT UP WITH SO *MUCH* OF YOUR NONSENSE.

WHAT AM I DOING HERE?

I DON'T WANT THIS FIGHT.

THIS ISN'T MY FIGHT...ISN'T MY *LIFE*. I WANT TO GET IN -- SAVE HIM -- AND GET *OUT*.

IT'S FOR *AUNT MAY*...AUNT MAY *ALONE!*

AFTER I'M DONE HE CAN GET BACK TO *HIS* LIFE AND I'LL GET BACK TO WHATEVER IT IS I HAVE THAT IS PASSING FOR A LIFE.

BUT I *KNOW* I CAN DO IT WITHOUT A FIGHT.

SPIDER-SENSE BUZZING LIKE *CRAZY!* GOT... TO...

MOVE!

KRAKOOM

GOOD GIRL, MEDEA. YOU DIDN'T KILL HIM.

TRUST ME -- I *TRIED!* YOU PINPOINTED ***EXACTLY*** WHERE HE'D BE. I HAD A ***DEAD*** AIM!

BUT HE KEPT GETTING OUT OF THE WAY -- ALMOST LIKE HE *KNEW* THE SHOT WAS COMING.

I DON'T WANT THIS FIGHT... I DON'T *NEED* THIS FIGHT...

MEANWHILE...

FAMILY... FRIENDS... ALL BEING SUCKED DOWN BY MY LIFE...

...ONLY THE *VILLAINS* PULL FREE.

NO MORE!

I DO HAVE THE *POWER!*

KRAK

PAIN WILL NOT STOP ME!

MADNESS WILL NOT STOP ME!

THE POWER AND RESPONSI-BILITY...

...ARE *MINE!*

NO...

...THEY'RE *OURS!*

YOU!

YOU'RE A PART OF MY *PAST!*

NO MORE "GOTCHA"!

IT ENDS *HERE!*

NOW!

GOOD FOR YOU, SPIDER-MAN!

GOOD FOR *US!*

WHEN THE TIME IS RIGHT, I'LL BE BACK. WE WILL BE WHOLE ONCE MORE. BUT UNTIL THEN, REMEMBER...

WITH GREAT POWER...

...MUST COME GREAT RESPONSI-BILITY!

YOU HAVE *EMERGED* FROM YOUR DANCE WITH MADNESS.

SHALL WE PROCEED, THEN?

NEARBY...

I'VE GOT TO GET OUT OF HERE!

IT WAS A MISTAKE EVER COMING BACK. EVER BELIEVING I COULD--

WITH GREAT POWER...

...MUST COME GREAT RESPONSI-BILITY!

DON'T KNOW WHERE *THAT* CAME FROM!

IT'S BEEN A LONG TIME SINCE THAT THOUGHT POPPED INTO MY HEAD.

BUT THINGS ARE A LITTLE CLEARER RIGHT NOW.

EVEN IF I COULD GET AWAY... WAS WILLING TO SACRIFICE SPIDER-MAN'S LIFE...

...I CAN'T LEAVE THE LIKES OF THESE TWO RUNNING LOOSE.

REAL MEMORIES... OR NOT... *THIS* IS WHO I AM!

THIS IS ALL I KNOW!

IT ALL COMES BACK SO EASILY.

REFLEXES ARE STILL THERE.

MEMORIES OF DOZENS OF FIGHTS WHICH I NEVER FOUGHT.

I CAN DO THIS.

EXCUSE ME.

I'M ALMOST IMPRESSED, BUT BOONE WASN'T THE WARRIOR OF TRAVELLER'S *HOST*.

CURRENTLY, THAT HONOR IS...

...*MINE!*

SHE'S FAST... AND STRONG!

AND I'M RUSTIER THAN I THOUGHT!

THIS IS MORE LIKE IT. I WAS AFRAID YOU WERE A *WIMP* AND THAT I WOULDN'T GET TO HAVE ANY FUN.

HER STRENGTH IS OBVIOUSLY ENHANCED.

GOT TO DO SOMETHING.

CAN'T TAKE THIS KIND OF POUNDING FOR TOO MUCH LONGER.

BUT SHE'S A WOMAN.

WELL -- SO WAS MEDUSA!

GOTTA DEFEAT THEM...

...NO MATTER *WHAT!*

I'VE GOT TO FIND SPIDER-MAN AND THEN GET AWAY FROM HERE... AWAY FROM THIS CITY...

...AWAY FROM THIS *LIFE!*

AT THAT MOMENT...

YOU ARE PROVING TO BE AN *INTRIGUING* EXPERI-MENT.

I SEE THE NEED TO PROBE *FURTHER* IF I AM ABLE TO GAIN ANY TRUE INSIGHT INTO THE NATURE OF YOUR BEING.

UNFORTUNATELY, THIS MAY TAKE PUSHING YOUR MIND TO YOUR BREAKING POINT.

I AM SORRY.

no.

GET OUT OF MY HEAD.

GET...

...OUT!

IT'S OVER, *TRAVELLER!*

NO MORE *MIND GAMES!*

NO MORE *THREATS!*

YOU CANNOT KILL OR RELEASE THE RAVENCROFT INMATES IF I'VE BEATEN YOU TO A *PULP!*

TRUE...

...BUT, AS YOU CAN SEE, THIS IS *ONE* CONFRONTATION THAT WILL NOT BE RESOLVED WITH YOUR *FISTS.*

WHAT SHALL WE DO NOW?

WHAT?

THUK

WHAT IS *THIS*? WE HAVE COMPANY?

I HAVE BEEN *EXPECTING* YOU... *BEN!*

I'M TAKING HIM *OUT* OF HERE. MOVE ASIDE.

NOW!

NO. I AM AFRAID THAT IS *NOT* GOING TO HAPPEN.

NOT JUST YET.

POWER & RESPONSIBILITY
CONCLUDES IN
SPECTACULAR SPIDER-MAN #217

MARVEL Comics

POWER AND RESPONSIBILITY

FINALE

the SPECTACULAR SPIDER-MAN™

THE END -- AND THE BEGINNING!

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FOR THE LIVES OF THEIR *ENEMIES--* *SPIDEY®* AND *THE CLONE* FIGHT SIDE-BY-SIDE IN THE FURIOUS FINAL BATTLE WITH TRAVELLER!™

Sal Buscema

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN

POWER AND RESPONSIBILITY PART 4 OF 4

higher ground!

RARELY HAS THE MAN KNOWN AS JUDAS TRAVELLER BEEN SO PLEASED WITH HIMSELF.

A WORLD RENOWNED PHILOSOPHER AND PSYCHOLOGIST, HE HAS DEVOTED YEARS --FAR MORE THAN THE ACADEMIC COMMUNITY EVEN IMAGINES--TO THE STUDY OF HUMAN NATURE...

...WITH A SPECIAL FOCUS ON MAN'S CAPACITY FOR **EVIL!**

THUS, HE HAS COME TO RAVENCROFT, AN INSTITUTION DEVOTED TO THE CRIMINALLY INSANE.

HE ORIGINALLY INTENDED TO STUDY ITS SUPER-POWERED INHABITANTS--

--AND THEN, TO SELECT AN APPROPRIATE TEST SUBJECT WHICH HE COULD USE IN A CONTROLLED EXPERIMENT.

ANOTHER ONE OF HIS ENDLESS EXPLORATIONS INTO THE HUMAN POTENTIAL FOR SPIRITUAL GREATNESS.

BUT TO HIS SURPRISE AND DELIGHT, INSTEAD OF A SINGLE TEST SUBJECT--

TOM DeFALCO WRITER

SAL BUSCEMA ARTIST

CLEM ROBINS LETTERER

KEVIN TINSLEY COLORIST

MARK POWERS EDITOR

DANNY FINGEROTH GROUP EDITOR

--HE NOW HAS TWO!

AN ORIGINAL AND A COPY.

AN INDIVIDUAL AND HIS CLONE.

IDENTICAL...VIRTUALLY INDISTINGUISHABLE ...IN SO MANY RESPECTS.

AND YET, ON SOME INTUITIVE LEVEL, TRAVELLER SENSES THAT ONE IS DESPERATELY ATTEMPTING TO FLEE A LIFE ...A LIFE THE OTHER CRAVES WITH EQUAL DESPERATION!

THOUGH IT WAS HE WHO LURED THEM BOTH HERE, IT IS EACH OTHER THAT THEY VIEW WARILY...SUSPICIOUSLY AWAITING--ALMOST DARING--THE OTHER TO POUNCE!

REALIZING THAT NEITHER WILL MAKE THE FIRST MOVE, TRAVELLER STEALS THEIR ATTENTION WITH A HARSH LAUGH.

AND, EVEN AS THEY FOCUS UPON HIM, HIS EYES TAKE ON A FIERCE AND CHILLING GLOW!

THE ROOM SUDDENLY BEGINS TO SHIFT, SWIRLING IN WILD, CHAOTIC PATTERNS.

ABRUPTLY--AND, PERHAPS, MERCIFULLY-- CONSCIOUSNESS FADES...

OUTSIDE...

A BARRIER OF SHIMMERING ENERGY ENSHROUDS THE INSTITUTE--

--DENYING ACCESS TO THE POLICE, THE NEWS MEDIA--

--AND RAVENCROFT'S STAFF!

JUDAS TRAVELLER IS ONE OF THE MOST RESPECTED MINDS IN THE FIELD OF CRIMINAL INSANITY!

WHY?! WHY WOULD HE *SEIZE* THE INSTITUTE--AND WHAT IS THE *SOURCE* OF HIS POWER?

I CAN'T ANSWER EITHER QUESTION, *DOCTOR KAFKA* ...BUT I DON'T THINK THE MAN MEANS *US* ANY HARM!

HE HAD ME COMPLETELY AT HIS MERCY... BUT RELEASED ME!

MAYBE HE ALREADY HAS ENOUGH *HOSTAGES*, EDWARD...

WHAT DO YOU MEAN, *COLONEL JAMESON*?

THINK ABOUT IT! HE THREATENED TO **KILL** ALL THE INMATES...OR **FREE** THEM!

WHAT WOULD *HAPPEN* TO THE PEOPLE IN THIS CROWD--

"--IF A MANIAC LIKE *CARNAGE* EVER GOT LOOSE?!"

FASCINATING! THE MIND OF ANY SERIAL KILLER IS WORTHY OF STUDY...

BUT ONE COULD EASILY SPEND A LIFETIME ON THE INTERPLAY BETWEEN *CLETUS KASADY* AND HIS *ALIEN SYMBIOTE*!

TRAVELLER...

WHAT IS IT, MR. BOONE?

MEDEA AND I PUT YOUR TEST SUBJECTS IN THE STORAGE BASEMENT LIKE YOU REQUESTED!

EXCELLENT!

THEY WILL SOON AWAKEN, MR. NACHT. I SUGGEST YOU TAKE YOUR OBSERVATION POST.

AND, MR. NACHT ...YOUR NOTES MUST REFLECT EVERY SUBTLE DETAIL!

OF COURSE, JUDAS.

TRAVELLER! THE BARRIER STRAINS EVEN YOUR RESOURCES.

WE CANNOT MAINTAIN IT MUCH LONGER.

I UNDERSTAND, SCRIER. I WILL ADHERE TO OUR SCHEDULE.

CHAKRA! I HAVE A LITTLE ERRAND FOR YOU...

WHAT ARE MY INSTRUCTIONS?

HE'S WHISPERING...

I DIDN'T CATCH WHERE HE SENT HER, BUT SHE SEEMS TO BE IN QUITE A HURRY!

WHAT ABOUT YOUR THREAT, TRAVELLER? ARE YOU REALLY GOING TO SLAUGHTER ALL THE INMATES?

HARDLY, MY DEAR MEDEA...

I AM NOT NEARLY AS COLD-BLOODED AS YOU.

INSTEAD, I SHALL SIMPLY LIBERATE THEM--

"--AND AWAIT THE RESULTS!"

UGNNN

SOUNDS LIKE YOU'RE IN QUITE A BIT OF PAIN, FELLA!

WELL, I'VE GOT A FLASH FOR YOU...

THAT'S ONLY THE START!

TELL ME WHAT YOUR BOSS IS PLANNING... AND I MEAN NOW!

SKRAK

MY BOSS--?!

THE TRAVELLER!

YOU'RE OBVIOUSLY WORKING FOR HIM!

HE'S THE ONE WHO MUST HAVE DRESSED YOU UP TO LOOK LIKE PETER PARKER--GAVE YOU THAT MASK--THOSE GLOVES--AND TOLD YOU TO MASQUERADE AS MY CLONE!

WHAT THE--?!

SOMETHING SEEMS TO BE WRONG WITH MY WEB-SHOOTERS, BUT I CAN'T WORRY ABOUT THAT NOW!

DIDN'T YOU THINK I'D GUESS THE TRUTH? TRAVELLER'S BEEN MESSING WITH MY HEAD --TRYING TO DRIVE ME CRAZY--EVER SINCE I GOT HERE!

I JUST WANT TO KNOW WHY!!

WHY?!

SPZATT!

THAT'S A NICE SCENARIO--

--BUT IT'S PURE FANTASY!

I DIDN'T *HAVE* TO COME HERE, MISTER! I DID IT TO SAVE YOU!

YEAH... *RIGHT!*

MY CLONE, MY SAVIOR... *NOW* LOOK WHO'S TALKING FANTASY!

HE DOESN'T BELIEVE ME ...AND WHY SHOULD HE?!

MAYBE I JUST SHOULD HAVE STAYED *OUT* OF--*UH-OH!* HE DELIBERATELY LEAPT *OVER* ME SO HE COULD SOMERSAULT INTO A BETTER *ATTACK POSITION!*

I'M SURPRISED *TRAVELLER* DIDN'T CHOOSE A BETTER FIGHTER!

I HAVEN'T FAKED ANYONE OUT WITH THIS MANEUVER SINCE JUNIOR HIGH!

THAT'S A LIE!

YOU WERE ALREADY IN HIGH SCHOOL WHEN THE RADIOACTIVE SPIDER BIT YOU!

YOU'VE *CHANGED*, PARKER! YOU *USED* TO HAVE A SENSE OF HUMOR, A *FLAIR* FOR JOKES AND WITTICISMS!

WHAT HAPPENED? WHY ARE YOU SO BITTER AND ANGRY?!

LIFE HAPPENED ...NOT THAT IT'S ANY OF YOUR BUSINESS!

I *KNOW!* I HAVE YOUR MEMORIES!

AND *STOP* CALLING ME PARKER!

I HEAR YOU *LOUD* AND--

OH, NO!

I'M SPIDER-MAN! **SPIDER-MAN!**

"WE'VE GOT COMPANY!"

KILL THEM!

KILL THEM BOTH!

TRAVELLER FREED THE INMATES... JUST LIKE HE SAID!

BUT THE ENERGY FIELD--WHICH IS COCOONING THE INSTITUTE--MUST BE PREVENTING THEIR ESCAPE!

LUCKY US!

I HOPE YOU HAVE A PLAN! I CERTAINLY DON'T!

A HARSH LAUGH IS THE SPIDER'S ONLY RESPONSE--

--AS HE EAGERLY SPRINGS FORWARD--

--LASHING OUT BRUTALLY--

--MERCILESSLY--

--AND, TO THE SHOCK OF THE MAN WHO CALLS HIMSELF BEN REILLY... ALMOST JOYFULLY!

GET A HOLD OF YOURSELF, PAR... SPIDER-MAN!

SLOW DOWN!

THERE'S NO NEED TO HURT THESE PEOPLE!

THEY'RE HERE BECAUSE THEY AREN'T RESPONSIBLE FOR THEIR ACTIONS!

YOU ARE!

ACT LIKE IT!

PETER PARKER WOULD AGREE WITH BEN'S WORDS...

...BUT THE SPIDER MERELY CONTINUES HIS SAVAGE BARRAGE--

--UNLEASHING ONE PUNISHING BLOW--

--AFTER ANOTHER

--UNTIL BEN REILLY CAN STOMACH NO MORE!

STOP IT, SPIDER-MAN!

YOU'RE SUPPOSED TO BE THE HERO HERE!

THE GOOD GUY!

YOUR AUNT AND UNCLE DIDN'T RAISE YOU TO BE SOME DARK VIGILANTE!

THEY TAUGHT YOU THE DIFFERENCE BETWEEN RIGHT AND WRONG!

GOOD AND EVIL!

DON'T DISGRACE THEM WITH YOUR ACTIONS!

THAT'S SO EASY FOR YOU TO SAY!

BUT YOU DON'T KNOW THE HORRORS I'VE EXPERIENCED!

IF YOU REALLY HATE YOUR LIFE SO MUCH--

GIVE IT UP!

I'LL TAKE IT!

GLADLY!

THE SPIDER IS SORELY TEMPTED...

IT WOULD BE SO EASY TO ALLOW THIS GENETIC ANOMALY TO ASSUME THE LIFE HE WISHES TO DISCARD...FREEING HIM FROM ALL THE PAIN, ALL THE RESPONSIBILITY.

BUT THE MAN REFUSES TO DIE!

NOT A CHANCE, PAL!

THEN, PLEASE...WORK WITH ME...OR NEITHER OF US WILL LEAVE THIS PLACE ALIVE!

NOTING EVERY WORD AND GESTURE, MR. NACHT SURREPTITIOUSLY QUITS HIS POST--

--AND DELIVERS A MOST PRELIMINARY REPORT!

THE TEST SUBJECTS HAVE FORMED AN ALLIANCE.

INTERESTING! I WAS UNCERTAIN THEY COULD OVERCOME THEIR PERSONAL ENMITY!

DO I GET TO PLAY WITH THEM NOW?

AS THE WARRIOR OF THE *HOST*, I SHOULD BE GRANTED THE PLEASURE OF DISPATCHING THEM!

BE SILENT, MEDEA...

I WILL NOT CAUTION YOU AGAIN!

Y-YES, SIR!

TRAVELLER! I HAVE COMPLETED MY ASSIGNMENT.

WELL DONE, CHAKRA...

IT PRESENTED A MOST INTERESTING *CHALLENGE*...AND I MUST SAY THAT I AM VERY CURIOUS TO LEARN *WHY* YOU REQUIRED THIS LETTER TO BE *POSTMARKED*...

...A WEEK AGO?!

IT WILL SERVE AS AN ADDITIONAL MISDIRECTION FOR THE AUTHORITIES!

JUDAS...

I AM WELL AWARE OF THE PASSING TIME, SCRIER. ONLY A FEW TESTS REMAIN.

YOU MAY NOW ATTEND TO THE *ENERGY BARRIER*--

--WHILE THE OTHERS MAKE THE NECESSARY *PREPARATIONS* FOR OUR IMMINENT DEPARTURE!

AND, MERE MOMENTS LATER...

COLONEL JAMESON... *LOOK!*

SOMETHING IS HAPPENING!

YOU'RE *RIGHT*, DOCTOR KAFKA! THAT SHIMMERING *COCOON* IS GROWING!

I-IT'S SPREADING *OUT* FROM THE MAIN BUILDING ...MOVING TOWARD *US!*

FALL BACK!

THIS COULD BE SOME KIND OF AN--

:*UNNN!*:

THEY FALL...

CRUMBLING TO THE GROUND LIKE PUPPETS WHOSE STRINGS WERE SUDDENLY SEVERED...

SKYWAYS EXPRESS FLIGHT 4918, BOUND FOR PITTSBURGH...

I THOUGHT I RECOGNIZED YOU, MS. WATSON...

SHOULD I CALL YOU *MS. WATSON* ...OR WOULD YOU PREFER *MARY JANE*?

I USED TO BE SUCH A FAN OF *SECRET HOSPITAL*.

IT'S JUST NOT THE SAME SINCE THEY *DUMPED* YOUR CHARACTER FROM THE SERIES.

I APPRECIATE YOUR SUPPORT, MRS HOLLAND.

I DO HOPE THEY'LL BRING YOU BACK. YOU WERE SUCH A SCHEMING, MANIPULATIVE *WITCH!*

YOU ADDED REAL *SPICE* TO THAT SHOW.

UH... THANK YOU.

I'VE GOT TO CALL *AUNT ANNA* AS SOON AS THE PLANE LANDS!

I SHOULD NEVER HAVE LEFT! NOT WITH *MAY* STILL IN A COMA!

WHAT'S WRONG WITH ME? WHY DID I HAVE TO VISIT MY FAMILY *NOW*?

I'VE GOT TO MAKE PEACE WITH MY *SISTER* AND *FATHER*, BUT I'LL NEVER FORGIVE MYSELF IF ANYTHING HAPPENS WHILE I'M AWAY--!

POOR *PETER!* I WONDER IF HE FOUND MY NOTE? DOES HE EVEN KNOW...OR CARE... THAT I'M GONE?

ARE YOU ALL RIGHT, MY DEAR?

YOU SUDDENLY LOOK *PALE!*

I... *MY STOMACH!*

EXCUSE ME... *PLEASE!* I MUST GET PAST!

:*HAR-RUMPH!*:

I...

I THINK I'M GOING TO BE *SICK!*

MEANWHILE, BACK AT RAVENCROFT...

WE DID IT! WE MANAGED TO GET PAST THE INMATES --AND BARRICADE THE BASEMENT DOOR!

BUT WE CAN'T LEAVE THEM DOWN THERE!

IT'S ONLY A MATTER OF TIME BEFORE THEY START KILLING EACH OTHER!

WE CAN'T WORRY ABOUT THEM NOW! TRAVELLER IS OUR MAIN CONCERN!

THAT MAY BE THE WAY YOU FEEL, BUT--

MOVE IT, PAL!

--MY SPIDER-SENSE IS SUDDENLY WARNING ME OF DANGER!

THAT'S A RELIEF!

FOR A SECOND THERE, I THOUGHT THAT BUZZING WAS AN EARLY SIGN OF THE FLU!

HA! HA! HA!

A FEW CHOICE VICTIMS FOR ME TO PRACTICE MY ART ON.

WHILE MY FELLOW PATIENTS RAN FOR THE EXITS, I HUNTED DOWN MY LASER LASH! AFTER ALL, I COULDN'T LEAVE WITHOUT IT!

NICE MASKS, GENTLEMEN! TOO BAD I HATE MASKS!

A MAN WITH A MASK HELPED THEM LOCK ME AWAY! ME! THE GREATEST SHOWMAN ON EARTH!

I'M NOT CRAZY! I MERELY HAVE A UNIQUE PERSPECTIVE! ONE WHICH YOU WILL SOON BE PRIVILEGED TO SHARE!

OMIGOSH! I-IT'S WILD WHIP!

YOU KNOW THIS CREEP--?!

HE'S OBVIOUSLY TALKING ABOUT YOU, BUDDY BOY! I DIDN'T REALIZE YOU PLAYED HERO ON THE LAM!

I RARELY DID...

...BUT THERE ARE EXCEPTIONS TO EVERY RULE!

THE SHOW IS THE THING, GENTLEMEN!

BETTER AN EXCITING DEATH THAN A BORING LIFE!

ZAK!

MOVE IT, SPIDEY! JUMP!

HIS WHIP DISCHARGES HIGH-VOLTAGE CONCUSSION BLASTS!

OH, REALLY--?!

MAYBE NEXT TIME YOU'LL WARN ME BEFORE HE FIRES!

uh...I'LL TRY!

:WHEW: I AM SOOO OUT OF SHAPE!

I'M REALLY STRAINING TO PREVENT A SINGED BUTT, BUT SPIDEY LOOKS LIKE MR. CASUAL!

I...I DON'T BELIEVE IT!

I MUST BE SEEING DOUBLE! I KNOW OF ONLY ONE MAN WHO CAN RICOCHET FROM FLOOR TO CEILING LIKE THAT--

--AND I'M FINALLY GOING TO GET MY REVENGE ON HIM!

WUNK

AFRAID NOT!

MAYBE NEXT TIME!

NICE SHOT...

BUT A LITTLE ON THE VICIOUS SIDE!

WILD WHIP IS A SPECIAL CASE! HE'S PURE PSYCHOPATH!

THAT LOSER--?!

AW, HE'S ONLY A RANK AMATEUR--

--COMPARED TO CARNAGE!

I HOPE YOU *WEREN'T* EXPECTING ANYONE ELSE! THE OTHER GUESTS IN THIS ESTABLISHMENT HAD A SLIGHT *ACCIDENT!*

THEY RAN INTO *ME!*

WE ARE READY TO *DEPART*, TRAVELLER!

NOT QUITE YET, CHAKRA. THE EXPERIMENT HAS REACHED A CRITICAL JUNCTURE!

THE *TRUE* SPIDER-MAN STANDS ON THE PRECIPICE!

WILL HE FLEE INTO THE *ABYSS*--

"--OR RISE TO THE CHALLENGE?"

MUST BE MY LUCKY DAY! *TWO* WEBHEADS FOR THE PRICE OF ONE!

EENIE, MEENIE, MINEY, *MOE!* WHO SHALL BE THE FIRST TO GO?

NOT THAT IT MATTERS! YOU'LL *BOTH* BE SPLATTERS!

--IT IS THE *MAN* BESIDE HIM WHO *INITIATES* THE ATTACK!

WE CAN'T LET HIM REACH THE BASEMENT!

THE BASE-MENT?

THE MEN DOWN THERE MAY HAVE TRIED TO KILL *US*--

--BUT THEY'RE STILL *MEN!*

YIKES!

INWARDLY, IN THE DARKEST RECESSES OF HIS SOUL, THE SPIDER REJOICES.

AT LAST! A FOE HE CAN BATTLE WITHOUT RESTRAINT, WITHOUT *MERCY!*

BUT, EVEN AS HE TENSES FOR ACTION--

SOMETHING IN HIS DOUBLE'S DESPERATE TONE RIPS THROUGH THE SPIDER LIKE A MOLTEN SHIV--

--PIERCING TO THE VERY *HEART* OF THE MAN HE ONCE WAS--

THE MAN *BENEATH* THE MASK!

YOU... YOU'RE RIGHT!

NO NEED TO BE BASHFUL, PAL! YOU CAN JOIN THE PARTY WHENEVER YOU--*URKK!*

EXCUSSSSE ME! I KNOW IT'S RUDE TO INTERRUPT, BUT I REALLY HATE TO BE IGNORED!

TALK ABOUT CARELESS! I SENSED HIS ATTACK, BUT MY REFLEXES HAVE LOST THEIR EDGE OVER THE YEARS!

I'VE GOT TO CONCENTRATE! GOT TO REACT FASTER! THE NEXT MISTAKE COULD BE MY LAST!

SWAK

VERY SLICK! YOU'VE OBVIOUSLY DONE THIS BEFORE!

YEAH...

...BUT IT SEEMS LIKE A *LIFETIME* AGO!

LET'S BAG THIS BOZO!

NOBODY CAN BEAT THE *TWO* OF US WORKING TOGETHER! *NOBODY!*

SILENTLY, THE SPIDER AGREES...

WHAT FOLLOWS OVER THE NEXT FEW MINUTES SEEMS MORE LIKE A CAREFULLY ORCHESTRATED BALLET THAN A BLOODY BATTLE--

--AS TWO AGILE FIGURES MOVE IN PERFECT *HARMONY*--

--STRIKING, DARTING, DODGING, RICOCHETING--

--DELIVERING BLOW AFTER PUNISHING BLOW!

AND, THOUGH IT SEEMS TO GO ON FOR HOURS, IT ENDS AS IT EVENTUALLY MUST...

...WITH *CARNAGE* COLLAPSED IN AN UNCONSCIOUS HEAP!

AND, NO SOONER IS CLETUS KASADY RETURNED TO HIS SPECIAL CELL, THAN--

AS FAR AS PARTNERS GO, I'VE HAD *WORSE!*

FLATTERER! YOU'RE JUST SAYING THAT BECAUSE I'M A LOT BETTER LOOKING THAN THE *HUMAN TORCH*, AND--*HEY!*

LOOK!

TRAVELLER AND HIS *HOST* ARE BEATING FEET!

THEY'VE DONE SOMETHING TO THE *CROWD* THAT WAS SURROUNDING THE INSTITUTE!

EVERYBODY IS EITHER *DEAD* OR *UNCONSCIOUS!*

WE CAN'T LET THEM *ESCAPE!*

NOT AFTER ALL THE *SUFFERING* THEY'VE CAUSED!

LEAD ON, MY MAN! I WON'T LET YOU DOWN!

IF IT'S ALL RIGHT WITH YOU, I'LL CONCENTRATE ON *TRAVELLER*! YOU TAKE THE OTHERS!

SOUNDS LIKE A *PLAN* TO ME!

BESIDES, I OWE A LITTLE SOMETHING SPECIAL TO THE ONES CALLED *BOONE* AND *MEDEA!*

EXECUTING AN INCREDIBLE TWENTY FOOT SOMERSAULT, THE MAN KNOWN AS BEN REILLY PROPELS HIMSELF INTO THE AWAITING LIMOUSINE MERE SECONDS BEHIND HIS TARGETS...

BUT THEN, TO HIS ASTONISHMENT...

WHAT HAPPENED? WHERE'D EVERYBODY GO--?!

OH...

...NO!

KA-BWOOM

THE LIMO--!

MY CLONE... HE...HE NEVER HAD A CHANCE!

I HATED THE THOUGHT OF HAVING ONE MORE *DOPPEL-GANGER* AROUND TO PLAGUE ME, TO COMPLICATE MY LIFE...

BUT EVEN *HE* DESERVED BETTER!

TRAVELLER IS UP AHEAD! HE'S DUCKING INTO DOCTOR KAFKA'S OFFICE!

AT LAST! I'VE GOT YOU CORNERED!

DO YOU?

YOU HAVE PROVEN TO BE A MOST INTERESTING *STUDY.*

I HAVE GAINED A MUCH GREATER *IN-SIGHT* AS TO WHY SO MANY CRIMINAL MINDS ARE OBSESSED WITH YOU.

AND YET, THERE IS SO MUCH *MORE* TO BE LEARNED...

IT IS A PITY THAT I CAN NO LONGER CONTINUE THIS PARTICULAR EXPERIMENT.

FAREWELL, MY FRIEND.

WE SHALL MEET...

...AGAIN!

A FIERCE AND CHILLING *GLOW* FILLS THE EYES OF THE TRAVELLER...

FIGHTING THE SWIRLING ROOM, THE SPIDER *STUMBLES* FORWARD...

...AND EVEN AS CONSCIOUSNESS BEGINS TO FADE, HE LEAPS--

--DIRECTLY INTO THE MAW OF SWEET *OBLIVION.*

SOMETIME (IS IT MINUTES OR HOURS ?!) LATER...

THE FIGURES SPRAWLED OUTSIDE **RAVENCROFT** SLOWLY BEGIN TO STIR.

NOTING THAT THE **ENERGY BARRIER** WHICH ONCE ENGULFED THE MAIN BUILDING HAS **VANISHED**, THE LOCAL AUTHORITIES ARE SOON SHOUTING **ORDERS--**

--AND **SECURING** THE GROUNDS.

THOUGH WARNED TO STAY OUTSIDE, **DOCTOR KAFKA** EMPLOYS A PERSUASIVE AND FIERY TONGUE, AND THEN...

BE **CAREFUL**, DOCTOR! IT MAY NOT BE **SAFE** TO ENTER THE BUILDING!

MY PATIENTS-- I MUST CHECK ON MY PATIENTS!

STAY WITH HER, WHELAN!

I'LL LEAD A TEAM TO CHECK ON THE STATUS OF THE **MAX-IMUM SECURITY** WING!

AND, AN INSTANT LATER...

LOOK-- IN YOUR OFFICE!

MY GOD!

WHERE'S... TRAVELLER?!

HE'S IN A BAD WAY, BUT AT LEAST HE'S ALIVE!

I WAS HOPING YOU COULD TELL US!

DOCTOR KAFKA! WE JUST RAN A QUICK CELL BY CELL CHECK!

ALL OF OUR INMATES-- INCLUDING **CARNAGE**-- SEEM TO BE ACCOUNT-ED FOR!

SOME OF THEM LOOK LIKE THEY'VE SUSTAINED A FEW **CUTS** AND **BRUISES**, BUT THE MAJORITY DON'T APPEAR TO HAVE BEEN MISTREATED!

THEY'RE **ALIVE--?!**

CARNAGE MUST HAVE **LIED** WHEN HE SAID HE KILLED THEM... BUT **WHY?!**

I'M ALSO PUZZLED ABOUT THE WAY MY CLONE AND I **DEFEATED** HIM SO EASILY... AND **WHO** RETURNED THE INMATES TO THEIR CELLS?!

DOCTOR KAFKA! I THINK YOU SHOULD SEE THIS--!

IT'S FROM DOCTOR TRAVELLER...

...POSTMARKED A WEEK AGO!

HE... HE SENT HIS REGRETS!

A PRIOR COMMITMENT PREVENTED HIM FROM ACCEPTING MY INVITATION!

THE MAN WHO WAS HERE MUST HAVE BEEN AN IMPOSTOR!

IF THAT'S TRUE...

"WHO WAS HE?!"

YOUR NOTES ARE SUPERB, MR. NACHT...

...AS USUAL!

THE TRUE SPIDER-MAN APPEARS TO BE A DECENT AND NOBLE INDIVIDUAL, POSSESSING AN ABOVE-AVERAGE -- BORDERING ON THE OBSESSIVE -- SENSE OF RESPONSIBILITY.

HIS GENETIC DUPLICATE IS ALSO QUITE INTRIGUING.

THEY ARE BOTH CERTAINLY WORTHY OF FUTURE STUDY!

MEANWHILE...

MY LAB BOYS ARE GOING *NUTS*, DOC. THE NEWS MEDIA NEVER GOT A *CLEAR* PICTURE OF ANY OF THE TERRORISTS, AND OUR PRELIMINARY SEARCH HAS TURNED UP *ZILCH!*

IT DOESN'T LOOK LIKE THEY LEFT *ANY* PHYSICAL EVIDENCE BEHIND! NO FINGERPRINTS OR TRACE ELEMENTS! *NOTHING* EXCEPT THAT BURNT-OUT WRECK!

WASN'T THERE A *BODY* INSIDE?

NOT AS FAR AS WE CAN DETERMINE!

I... I DON'T KNOW *WHAT* TO BELIEVE ANYMORE!

DID MY CLONE *ESCAPE* THE BLAST... OR WAS HE JUST ANOTHER ONE OF TRAVELLER'S *MIND GAMES?!*

ARE YOU ALL RIGHT, SPIDER-MAN? I KNOW THIS WAS ALL VERY DISTURBING TO YOU.

WOULD YOU LIKE TO TALK ABOUT IT?

THE *MAN* WISHES HE COULD SHARE HIS TROUBLES WITH THE GOOD DOCTOR.

PERHAPS, SHE COULD HELP *HEAL* HIS SHATTERED LIFE...

BUT THE *SPIDER* IS NOT READY FOR SUCH MINISTRATIONS.

NOT YET.

PERHAPS... NOT *EVER!*

MAYBE SOME OTHER TIME, DOC!

SOME DISTANCE AWAY...

A LONE FIGURE PAUSES AT A CROSSROADS.

SHOULD HE HEAD *NORTH*, CONTINUING A NOMADIC JOURNEY BEGUN SO LONG AGO?

OR, SHOULD HE FOLLOW AN INNER VOICE WHICH DIRECTS HIM *SOUTH*, TOWARDS THE SPIRES OF MANHATTAN?

IN THE END, THE REFLEXES OF THE MAN WHO CALLS HIMSELF BEN REILLY PROVED EQUAL TO THE TRAVELLER'S CHALLENGE--

--PROPELLING HIM TO SAFETY MERE INSTANTS BEFORE THE EXPLOSION!

AT LAST, AFTER TOO MANY YEARS, THIS MAN HAS FINALLY RETURNED *HOME*.

WILL HE NOW STAY...

...OR RETURN TO EXILE?

THE END... FOR NOW!

MARVEL COMICS

WEB OF SPIDER-MAN

IN A DYNAMIC NEW COSTUME--

THE CLONE IN HIS FIRST SOLO ADVENTURE!

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THE EXILE RETURNS PART 1 OF 4

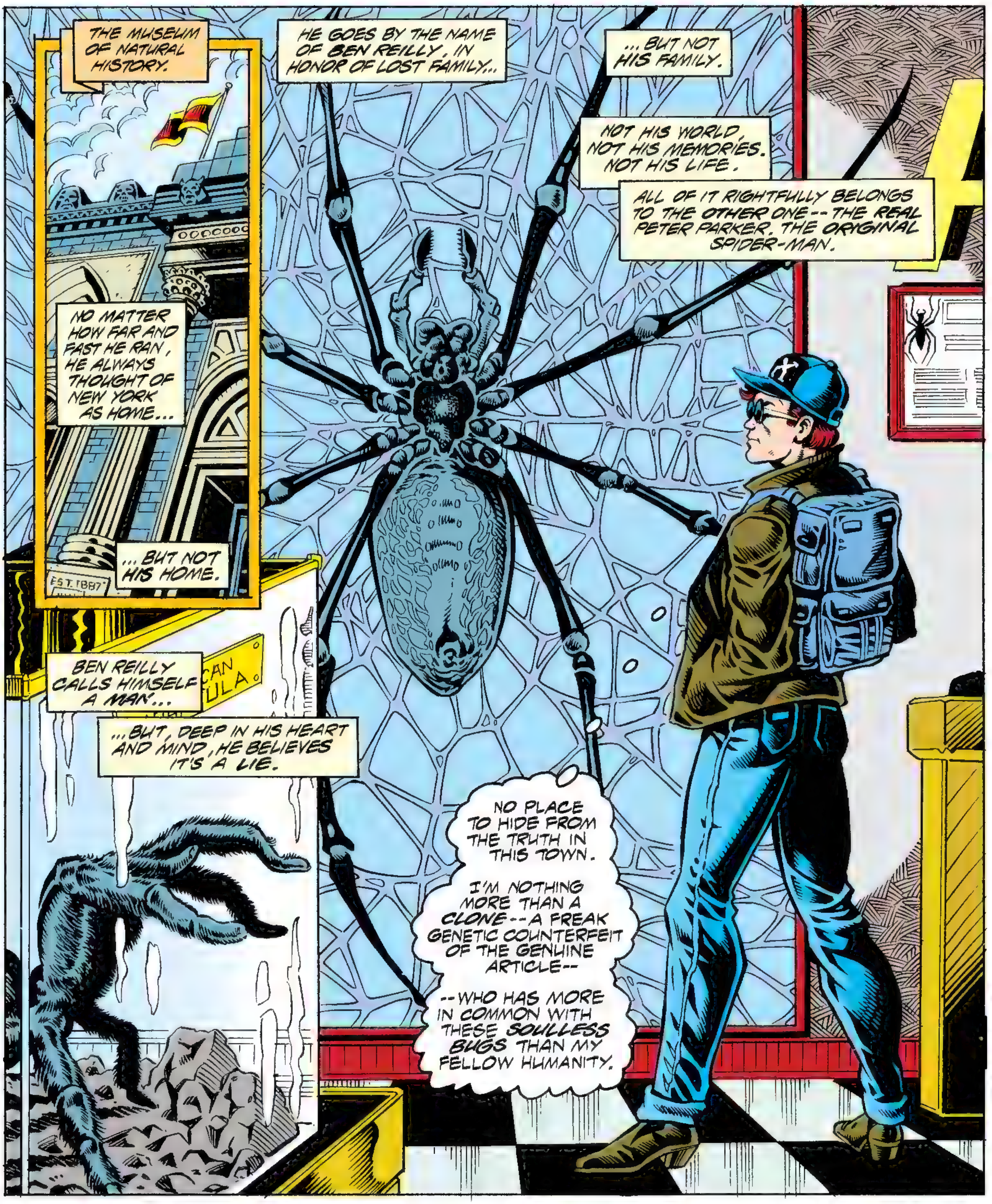
STEVEN 94

HIS FIRST ADVERSARY--

VENOM!

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: WEB OF SPIDER-MAN™



CLOSING TIME, SON...

... DOORS OPEN AGAIN AT NINE IN THE MORNING.

I'LL BE LONG GONE BY THEN, FRIEND.

ONLY STOPPED AT THE MUSEUM ON AN IMPULSE...

... BECAUSE THIS IS WHAT NEW YORK IS ALL ABOUT FOR ME -- THE NEVER-ENDING PLACES TO LEARN AND EXPLORE, THE RANGE OF PEOPLE TO SHARE IT WITH.

NOW IT'S JUST ANOTHER PAINFUL REMINDER OF A LIFE I NEVER HAD.

HAD TO COME SEE MAY AS SOON AS I HEARD ABOUT HER CONDITION, BUT THIS IS EXACTLY WHAT I WAS AFRAID OF --

-- I MISS EVERYTHING ABOUT THIS CITY.

YET I'LL HAVE TO GO INTO ACTION EVENTUALLY IF I STICK AROUND TOO LONG...

... AND I VOWED I'D NEVER DO THAT. THAT'S PETER'S LIFE -- NOT MINE.

I CAN'T BELIEVE IT...

SPIDER WORLD

EX

EVERYWHERE I TURN, THERE'S SOME KIND OF SIGN OR--

HANG ON...

LADIES

-- THOSE TWO GOONS TRIGGERED MY SPIDER-SENSE!

BUT I REALLY CAN'T AFFORD TO GET INVOLVED...

"...UNLESS I ABSOLUTELY HAVE TO."

WE WON'T ASK TWICE, JOEY.

NEITHER WILL WE, SUCKER...

...DROP THE HARDWARE NOW!

YOU NEVER COULD RESIST AN EASY MARK, MALLOY...

...AND WE'VE BEEN STAKIN' OUT YOUR LITTLE PROTECTION RACKET FOR THE LAST WEEK.

NO ONE WAS INJURED THIS TIME...

CAN I REALLY DENY THE TRUTH THAT DEFINES ME-- THAT SHAPED ME INTO THE MAN I AM TODAY--

...BUT WHAT WOULD I HAVE DONE IF SOMEONE HAD BEEN HURT OR KILLED?

CAN I AVOID MY FATE FOREVER?

--WITH GREAT POWER MUST COME GREAT RESPONSIBILITY...

THE EXILE RETURNS

PART ONE OF FOUR

MEMORIES

TERRY KAVANAGH
Writer
STEVEN BUTLER
Penciler
RANDY EMBERLIN
Inker
STEVE DUTRO
letterer
KEVIN TINSLEY
colorist
ERIC FEIN
editor
DANNY FINGEROTH
Group editor
TOM DEFALCO
editor in chief

THE UPPER EAST SIDE.

VENOM IS BACK.

IN THE LONG MONTHS SINCE LEAVING NEW YORK, BOTH EDDIE BROCK AND HIS ALIEN SYMBIOTE HAVE GROWN TO HATE THIS CITY...

...ABANDONED IN AN ATTEMPT TO PUT THEIR PAST -- AND THE CURSED SPIDER -- BEHIND THEM.

NOW, IN RESPONSE TO THE RECENT SIEGE ON RAVENCROFT INSTITUTE FOR THE CRIMINALLY INSANE* VENOM IS BACK...

...WITH A VENGEANCE.

*DURING POWER AND RESPONSIBILITY IN ALL THE SPIDEY BOOKS LAST MONTH. --ERIC

THE BLOODTHIRSTY CARNAGE IS OUR PERSONAL OBLIGATION-- OUR OWN SPAWN-- AND WE COULDN'T RISK A RELEASE FROM THE ASYLUM.

BUT THAT DANGER CAME AND WENT WITHOUT US...

ARGARGH!

...SO WE'LL TAKE WHAT WE CAN GET!

BANK MANAGER MUST'VE TIPPED THE COPS ALREADY!

THEY'RE MOVIN' IN--

BUDDA BUDDA

"--FOR THE KILL!"

BUDDA

COP-1

NOBODY DIES...

THNK

WHAT THE @#&$ WAS THAT?

CHECK OUT THE ROOF BEFORE--

SKRASH

EYES FRONT, BOYS...

...UNLESS WE SAY SO!

...OR YOU'LL MISS YOUR EXIT!

A HIGH-SPEED CHASE ON THE F.D.R. DRIVE DURING RUSH HOUR...

...IS JUST AN ACCIDENT WAITING TO HAPPEN!

SKRUNCH

SO THIS IS WHERE WE GET OFF!

VENOM'S ESCAPING!

WE CAN'T STOP HIM--

KPOW

KPOW

"--HIS COSTUME'S ABSORBING OUR BULLETS!"

SPLK SPLK

THERE'S ALWAYS SOME KIND OF *TROUBLE* GOING DOWN IN THIS TOWN...

...BUT IF SPIDER-MAN WERE LIVING UP TO HIS --

NO...

...NOT HERE.

THIS IS THE VERY BUILDING WHERE POLICE CAPTAIN JEAN DEWOLFF WAS MURDERED..

...WHICH SET INTO *MOTION* THE EVENTS THAT... CHANGED EDDIE BROCK FOREVER...

SO MANY MEMORIES-- *FEELINGS*--

--CARNAGE-- SHRIEK--

--ASSAULTING US FROM ALL SIDES AT ONCE SINCE RETURNING TO NEW YORK.

AROOAROOO

54

MAYBE IT'S FINALLY TIME TO PUT THE GHOSTS TO REST...

FOREST HILLS HOSPITAL.

I'VE TOLD YOU HOW MUCH WE ALL MISS YOU--NEED YOU--

--I'VE VOICED MY FEARS ABOUT PETER AND MARY JANE...

...THERE'S JUST NOTHING LEFT TO SAY ANYMORE, MAY.

MS. WATSON...?

I DON'T KNOW IF YOU RECOGNIZE ME, BUT--

KNOCK KNOCK

BETTY BRANT!

IT'S BEEN SO LONG, DEAR, BUT YOU REALLY MUST CALL ME "ANNA"...

...MAY ALWAYS SPOKE SO HIGHLY OF YOU.

YEARS AGO, I THINK SHE SECRETLY HOPED THAT YOU AND PETER--

" THIS IS MUCH TOUGHER THAN I EXPECTED...

SHE'S LUCKY TO HAVE SUCH A GOOD FRIEND, ANNA...

...SOMEONE TO SHARE HER DREAMS WITH.

I SHOULD BE *OUT* OF THE CITY BY NOW.

BUT I CAN'T BRING MYSELF TO LEAVE MAY BEHIND JUST YET...

...AND EVERY HOUR I SPEND IN NEW YORK--

...IS THAT *BETTY BRANT*?!

DOESN'T LOOK ANYTHING LIKE THE *WIDE-EYED INNOCENT* I LIKE TO REMEMBER...

"...SO MUCH HAS CHANGED."

WISH I'D SPENT MORE *TIME* WITH THE PARKERS IN THE LAST FEW MONTHS...

WAIT A MINUTE...

...BUT IT TOOK NICK KATZENBERG'S SUDDEN DEATH AND LANCE BANNON'S SENSELESS MURDER TO MAKE ME *REALIZE* HOW FRAGILE LIFE CAN BE--

HANG ON...

...SHADOWS JUST *SHIFTED* ACROSS THAT WALL--

--FROM THE *EMPTY* WINDOW?!

"AS LONG AS I STAY...

...I CAN'T HELP THINKING ABOUT WHAT *MIGHT* HAVE BEEN.

BUT I *WON'T* DISHONOR EVERYTHING UNCLE BEN TAUGHT ME ABOUT DUTY AND OBLIGATION...

...BY DESERTING THE LOVING WOMAN WHO SACRIFICED ALL TO RAISE ME--

...AS LONG AS I'VE BEEN *AWAY* FROM NEW YORK--AND THE *TRUE* PETER PARKER--WHERE NO ONE ELSE WAS THREATENED BY THEM.

RAISE *HIM*. TAUGHT *HIM*.

GOT *USED* TO INDULGING THESE MEMORIES AS IF THEY WERE MY OWN...

BUT THEY *AREN'T* MINE-- JUST STORIES AND IMPLANTS PROGRAMMED BY PROFESSOR WARREN FOR HIS OWN TWISTED GAME--

--EVEN IF THE *EMOTIONS* THEY EVOKE ARE FAR TOO REAL.

AND THESE PHANTOM MEMORIES WILL ALWAYS *HAUNT* ME HERE...

...UNTIL I *CONFRONT* THEM HEAD-ON.

STARTING HERE AT THE *OLD WAREHOUSE*...

...WHERE SPIDER-MAN WAS *TRULY* BORN.

PLACE IS SMALLER THAN I PICTURED IT AFTER ALL THESE YEARS...

...BUT EVERYTHING ABOUT THAT DARK NIGHT HAS GROWN SO MUCH LARGER THAN LIFE.

THE NIGHT SPIDER-MAN TRAPPED BEN PARKER'S KILLER...

SURPRISED TO SEE ME?

NOT HALF SO SURPRISED AS YOU'RE GOING TO BE!

GOTTA GET AWAY! GOTTA HIDE! I MUST BE SEEIN' THINGS!

THERE'S NO PLACE ON EARTH WHERE YOU CAN HIDE FROM ME!

FIRST, MY WEB WILL RELIEVE YOU OF YOUR GUN!

AND THEN MY FISTS WILL DO THE REST!

THAT--THAT FACE! IT'S--OH, NO--IT CAN'T BE!

IT'S THE FUGITIVE WHO RAN PAST ME! THE ONE I DIDN'T STOP WHEN I HAD THE CHANCE!

UNCLE BEN GAVE HIS LIFE TO TEACH SPIDER-MAN THAT LESSON...

"... ABOUT POWER AND RESPONSIBILITY."

THIS BURG'S NOT AS BIG AS IT PRETENDS TO BE.

ALL THE OLD FAMILIAR SIGHTS AND SOUNDS--SCENES OF OUR SUCCESSES AND FAILURES--

--ARE FORCING US TO FACE SOME HARD TRUTHS.

FIRST AND FOREMOST, THE TAINTED OFFSPRING THAT BROUGHT US HOME.

A MANIAC LIKE CLETUS KASADY IS TOO DANGEROUS TO LET LIVE...

...BUT HIS SYMBIOTE WAS BORN OF MINE.

DESTROYING CARNAGE WILL BE LIKE DESTROYING A PIECE OF OURSELVES.

CAN WE DO IT?

CAME HERE AS EDDIE BROCK ONCE TO MAKE A *SIMILAR* DECISION-- ABOUT TAKING MY OWN LIFE--

--THE NIGHT MY *OTHER* FOUND ME.

THE LIVING COSTUME WAS *FLEEING* FROM SPIDER-MAN'S *REJECTION*...

... UNTIL WE *SHARED* OUR PAIN--

--AND FOUND *TRUE* SYMBIOSIS.

THE CHURCH IS *BIGGER* THAN I REMEMBERED...

"...OR WE'RE NOT HALF THE MAN WE USED TO BE."

WAY TOO *CLOSE* FOR *COMFORT*.

HOPING TO PICK UP SOME KIND OF *LEAD* ON VENOM BY CHECKING OUT BROCK'S OLD HAUNTS...

"...BUT THIS STORY HAS *JUST BEGUN.*"

THE WHOLE CITY AT MY FEET AGAIN, AND I END UP *HERE* AT THE *BROOKLYN BRIDGE*...

...WHERE *LOVE* DIED FOR PETER PARKER.

SO GROGGY WITH A COLD THAT NIGHT, AND THE GREEN GOBLIN-- MY BEST FRIEND'S FATHER--

--WAS TAKING *FULL ADVANTAGE* OF THAT...

BRASH FOOL!

YOUR END IS *NEAR*--

-- WHY BE SO BLIND AS NOT TO SEE IT?

I'VE GOT TO PUT *EVERYTHING* INTO THIS ONE PUNCH--

EVERYTHING I HAVE!

YOU'LL NEVER TAKE THAT GIRL *ANYWHERE*!

SHE'S *DOOMED*, DO YOU HEAR ME?

DOOMED--AND SO ARE YOU!

GWEN!

NO!

I'VE GOT TO CATCH HER--

DID IT!

"TOO LITTLE...

"...TOO LATE."

YOU KILLED THE WOMAN I LOVE--

THE MOST PAINFUL MEMORIES HIT SO HARD SOMETIMES...

...I'M ALMOST GLAD THEY'RE NOT MINE.

YET GWEN STACY'S DEATH ACTUALLY PLANTED THE SEEDS OF WARREN'S WARPED HATRED--

WAIT!

ON THE FAR PARAPET... IS THAT--

A WOMAN ON THE EDGE, LITERALLY. SHE'S GOING TO JUMP.

NO.

SNK

"BUT SHE LOOKS SO SCARED-- SO UNCERTAIN--

"--AND I CAN'T TELL IF SHE'S MORE AFRAID OF LIFE...

"...OR DEATH.

AEEE!

"NOT AGAIN!"

NEVER AGAIN!

SPIDER-MAN OR NOT...

...NO ONE DIES WHILE I'M AROUND.

THWIP

THWIP

HAVE TO TIME MY ARC--

EEEE

--PERFECTLY...

...SO I CAN REDIRECT HER MOMENTUM--

UHNN...

--WITHOUT THE SHOCK OF A SUDDEN STOP.

THIS WOMAN'S STILL ALIVE...

"...BUT I'VE GOT TO GET HER TO A *HOSPITAL*."

I NEED A *STRETCHER* OVER HERE *FAST*, FOLKS--

--AND A STETHOSCOPE WITH A SYMPATHETIC EAR.

THINK SHE JUST *FAINTED*, DOC...

...WHEN SHE TOOK A *TUMBLE* FROM THE TOP OF THE BRIDGE.

SPIDER-MAN CAUGHT HER, BUT I--

MUST HAVE BEEN IN THE *RIGHT* PLACE AT THE RIGHT *TIME*, YOUNG MAN, AND THE *POLICE* WILL WANT A--

--STATEMENT?

WHY WOULD HE VANISH LIKE THAT...?

"...HE'S A HERO!"

ALL MY WORST FEARS ARE COMING TRUE...

...THIS CITY'S A TRAP.

THERE'S ALWAYS SOMETHING LEFT UNDONE--OR SOMEONE WHO NEEDS HELP--

LATEST UPDATE FROM OUR VENOMWATCH '94 SPOTTERS PUTS THE VICIOUS VIGILANTE SOMEWHERE ON THE UPPER EAST SIDE...

HEARD SO MANY NASTY STORIES ABOUT THAT PSYCHO--

--IT'S HARD TO BELIEVE SPIDEY NEVER DEALT WITH HIM...

QUICK STOP AT THE MUSEUM FIRST...

"...THEN IT'S HOME SWEET HOME."

CAN'T EXPECT STATE-OF-THE-ART SECURITY IN THE *FLEABAGS* I FREQUENT--

--LEARNED THAT THE HARD WAY.--

--BUT AT LEAST THEY KEEP THE *QUESTIONS* TO A MINIMUM.

WEB-SHOOTERS GO WHERE I GO SINCE THEN-- ALWAYS.

NOW I *ALSO* NEED TO PROTECT PETER'S SECRET IDENTITY...

SNK

RRP

...BUT I GUESS I JUST CAN'T KEEP AWAY FROM CERTAIN MOTIFS...

IT'S IN MY BLOOD...

OKAY, VENOM-- HERE'S *ONE* SPIDER-MAN WHO'S NOT GONNA LET YOU RUN WILD!

THWIP

NEXT:

THE NEW SPIDER IN TOWN VERSUS VENOM! "THE EXILE RETURNS" CONTINUES IN **SPIDER-MAN #52**

MARVEL COMICS

SPIDER-MAN

UNLIMITED

$3.95 US
$5.35 CAN
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2 TITANIC TALES
FEATURING SPIDEY AND HIS CLONE--
EACH IN SOLO ACTION! PLUS:
AN ALL NEW TALE OF MARY JANE!

STAN LEE PRESENTS THE *CLONE* IN...

SECOND RATE CHOICES

TOM LYLE: STORY

RON LIM: BREAKDOWNS p. 1-11

PHIL GOSIER: PENCILS p. 12-24

TOM PALMER: FINISHES p. 1-11
INKS p. 12-24

JOE ROSEN: LETTERS

JOHN KALISZ: COLORS

DANNY FINGEROTH: EDITOR

TOM DEFALCO: EDITOR IN CHIEF

NEW YORK CITY.

BEEN LOOKING ALL OVER FOR VENOM*. BUT I'M RUSTY. CAN'T FIND HIM. MAYBE IF I SIT DOWN...HAVE SOME FOOD... I'LL FIGURE OUT A BETTER WAY.

CHECK CASHING

I'D FORGOTTEN HOW GOOD THE CHINESE FOOD IS IN THE CITY.

BUT... AM *I* REALLY REMEMBERING ABOUT THAT OR DOES *THAT* MEMORY BELONG TO HIM, TOO?

TO *PETER PARKER.*

THE *REAL* SPIDER-MAN!

HEY! WHAT'S GOING ON OVER THERE?

THE CHECK CASHING STORE IS GETTING *ROBBED!*

*THIS STORY TAKES PLACE BETWEEN WEB #118 AND SPIDER-MAN #52.--DANNY

I CAN'T GET INVOLVED! I'M JUST HERE FOR HER... *NOT* TO BE A HERO.

I'M NOT *REALLY* A HERO, ANYWAY.

JUST A *CLONE* OF ONE.

NO!

I CAN'T JUST STAND BY AND WATCH PEOPLE GET *HURT.*

SOMEONE MIGHT GET *KILLED.*

HURRY, REILLY! HURRY!

HEY, BUDDY! WATCH IT!

JUST THE MASK.

IT'LL DO.

SORRY. IT'S AN EMERGENCY--

"--A REALLY BIG ONE!"

WE GOT ALL THE CASH... LET'S GET OUTTA HERE!

AHH, *MANNY!* WE AIN'T *SHOT* NOBODY! I GOT TO SHOOT *SOMEBODY!*

NO ONE'S GOING TO GET SHOT TODAY.

SPIDER-MAN!

NO.

BUT...

VIIP

VIP

...WILL *I* DO?

OH, MAN. I WASN'T READY FOR *THIS!*

JUST *SHOOT* HIM!

SHOOT HIM, CARRIE! HE'S JUST A *SECOND RATE* SPIDER-MAN.

WHAP

I'M *TRYING* TO, MANNY.

OOMPH!

SSWHACK

SECOND RATE?

THEY DON'T KNOW HOW *RIGHT* THEY ARE.

BUT THAT DOESN'T MEAN I'M NOT GOING TO *STOP* THEM!

MY GUN!

K-KRUNCH

HEY, MANNY.

BE THANKFUL IT'S *ONLY* YOUR GUN.

SAY GOODNIGHT, GRACIE.

WAP

I WEB THE LOSERS UP AND...

IS EVERYONE OKAY?

I...I THINK SO.

THEN I'LL LET THE POLICE TAKE IT FROM HERE!

WAIT!

I WANT TO THANK YOU, BUT...

WHO *ARE* YOU?

LADY...

...I *WISH* I KNEW.

WHEEOOOO

EVEN IN THE BRIGHT LIGHT OF A CLEAR, AUTUMN DAY...THIS CITY CAN MAKE YOU FEEL INVISIBLE.

RICH GANNON IS HOMELESS.

WHICH MAKES HIM AS GOOD AS INVISIBLE.

MAN...I HAVEN'T EATEN IN TWO DAYS, NOW. I'VE GOT TO EAT SOON, OR...

HEL-LOOO!? WHAT'S THIS?

FIVE DOLLARS! OH, GEEZ, WITH FIVE BUCKS I CAN GET ENOUGH FOOD FOR...

I WONDER IF THE PERSON WHO LOST THIS MONEY IS STILL AROUND?

DON'T SEE ANYBODY.

RICH, THIS IS YOUR LUCKY DAY. LET'S GO FIND US SOMETHING TO EAT.

THAT GROCERY STORE IS A LIKELY CANDIDATE FOR MY BUSINESS IF I EVER SAW ONE!

ALL RIGHHTT! EATIN' TIME!! LOOK AT ALL THAT NICE FRESH FOOD WAITING FOR OLE RICHIE-BOY.

SNIFF

MAN-O-MAN. WHAT'S THAT AWFUL SMELL?

HEY, YOU *STINK!* YOU'RE SCARING AWAY OUR CUSTOMERS. GET HIM *OUT* OF HERE, STEVE.

YEAH! TELL HIM, CARL. WE DON'T WANT *YOUR* BUSINESS HERE, *BUDDY!*

BUT...

NO *BUTS* ABOUT IT. YOU'RE *NOT* WELCOME HERE!

BUT I'VE GOT *MONEY!*

HUMPH! STOLEN MONEY, I'LL BET.

C'MON. GIVE ME A BREAK... *PLEASE!* I HAVEN'T EATEN IN *TWO* DAYS.

AND THE MONEY'S *NOT* STOLEN. THINGS *HAVE* BEEN TOUGH LATELY, BUT I WOULDN'T *STEAL* TO GET MONEY. I JUST CAN'T FIND A JOB.

THAT'S 'CAUSE YOU SMELL LIKE... OH, *PHEW!!*

I'M *HOMELESS*, MAN! I'VE GOT *NO* PLACE TO CLEAN UP.

I'VE GOT A COLLEGE DEGREE, BUT I CAN'T SEEM TO GET A JOB EVEN THOUGH I'M CLEAN AND SOBER. I... MAN, I USED TO BE A DESIGN ENGINEER FOR *STARK INDUSTRIES!*

RIGHT!

SURE.

AND I USED TO FLY THE *SPACE SHUTTLE* FOR *NASA!*

I JUST WANT SOME FOOD.

NOTHING IS EASY WHEN YOU'RE INVISIBLE.

NO ONE IS INVISIBLE IN MAY PARKER'S HOSPITAL ROOM IN QUEENS... EMOTIONS JUST SEEM TO SPILL OUT AS HEART-FELT PHRASES...TOUCHING EVERYONE WHO ENTERS.

ESPECIALLY PETER PARKER.

...AND YOU'VE BEEN *SUCH* AN INFLUENCE IN MY LIFE, AUNT MAY. PLEASE GET BETTER. I *NEED* YOU.

I'VE BEEN HAVING A REALLY HARD TIME WITH... BEING TRUE TO... *MYSELF* LATELY. I WISH I HAD YOU TO TALK TO. I--

--I SHOULD QUIT DWELLING SO MUCH ON *MY* PROBLEMS. GETTING YOU WELL AND OUT OF THIS HOSPITAL IS MY MAIN CONCERN RIGHT NOW.

SO.... FOR MY PARTING "WISDOM" FOR THE DAY, I WANT YOU TO DREAM ONLY HAPPY THOUGHTS UNTIL I COME BACK TONIGHT.

AND I'LL BE BACK... I GUARANTEE IT.

IT'S SO HARD TO SEE HER LIKE THAT...IN A COMA...UNABLE TO RESPOND...

FINALLY!

I THOUGHT I MIGHT HAVE TO HANG OUT THERE UNTIL DARK WAITING FOR PETER TO LEAVE.

HELLO, AUNT MAY. I HOPE YOU'RE FEELING BETTER SINCE YESTERDAY.

I WAS HOPING YOU WOULD WAKE UP TODAY, BUT...

I'M *SO* CONFUSED, AUNT MAY. ALL MY THOUGHTS... MEMORIES. THEY ALL SEEM SO REAL, BUT I KNOW THEY'RE NOT.

THE ONLY THING THAT I *AM* SURE OF IS THAT *YOU'RE* THE REASON I CAME BACK, I...

THE DOOR...

...IT'S OPENING!

TAK TAK!

AUNT MAY? IT'S ME...

...PETER.

I'M SORRY TO BOTHER YOU, BUT I THINK I LEFT MY HOUSE KEYS IN YOUR ROOM.

YOU KNOW ME... I'M **ALWAYS** FORGETTING THINGS.

YEP! THERE THEY ARE. ON THE TABLE BY YOUR BED.

I FEEL LIKE SOMEONE IS WATCHING *ME*... BUT MY SPIDER-SENSE ISN'T TINGLING.

MAYBE I'M JUST FEELING KIND OF STRANGE HAVING TO TALK TO AUNT MAY LIKE SHE'S AWAKE.

MARY JANE INSISTS THAT SHE CAN HEAR US AND THAT IT'S GOOD FOR AUNT MAY. I GUESS I SHOULD TRUST HER.

SORRY AGAIN TO DISTURB YOU, MAY. SEE YOU TONIGHT. BYE!

WHEN I SEE *HIM*... PETER... I'M SLAPPED IN THE FACE WITH ONE COLD, HARD FACT.

I'M *NOT* REAL.

I'M JUST A *CLONE!*

BUT I'M A CLONE WHO *LOVES* THIS WOMAN. LOVES HER AS IF SHE WERE MY MOTHER. I DON'T CARE IF THAT'S A FALSE MEMORY. THAT'S HOW *I* FEEL.

I LOVE YOU, MAY PARKER. SO PLEASE, GET WELL. I WANT TO SEE YOU LIVING YOUR LIFE LIKE YOU DESERVE TO.

I'LL BE BACK TOMORROW. HOPE YOU WAKE UP BEFORE THEN.

"LIVING YOUR LIFE LIKE YOU DESERVE TO!"

WISH THAT APPLIED TO ME.

WHAT KIND OF LIFE CAN YOU LIVE WHEN *EVERYTHING* YOU KNOW AND FEEL REALLY BELONGS TO SOMEONE ELSE?

THE CLEAR, AUTUMN BREEZE OF THIS NEW YORK AFTERNOON HAS NO ANSWERS FOR BEN REILLY.

THERE DOESN'T SEEM TO BE A GOOD EXPLANATION FOR IT, BUT BEN REILLY FEELS FREE UP HERE.

HE DOESN'T NEED ANY ANSWERS.

WHEN HE IS ON A ROOFTOP LOOKING **DOWN** AT THE MASSES OF PEOPLE THAT MAKE UP "THE CITY," HE DOESN'T HAVE TO FIT IN.

FITTING IN IS FOR **REAL** PEOPLE.

THE SIGHT OF THE DELIVERY VAN ON THE STREET BELOW CAUSES A SHARP STAB OF PAIN FOR HIM. LIKE RUBBING SALT IN AN OPEN WOUND.

BETTY BRANT.

JONAH JAMESON.

GWEN.

DAILY BUGLE

THAT NAME MAKES HIS ENTIRE BODY TENSE UP LIKE A COILED SPRING... ABOUT TO BREAK... WOUND BEYOND ITS LIMITS.

WHAT AM I **DOING** HERE? I SHOULDN'T EVEN EXIST!

HE'S INVISIBLE.

BACK IN MANHATTAN... THE LOWER EAST SIDE.

MAN, DON'T YOU BOTHER DEE WHEN HE'S BUSTIN' ON THE COPS.

HEY, DARRYL?! *THIS* ONE OF YOUR REGULARS?

COME BACK ANYTIME, MISTER LAWWW-MANN. JUST REMEMBER...

THIS IS *MY* CORNER.

YOU'RE ON *MY* BLOCK!

NYPD

WHOA!

WHAT'S *WITH* PRETTY BOY HERE? HE AIN'T GOT TIME TO *RESPECT* ME?

YO! PRETTY BOY! DON'T BE LOOKIN' SO DOWN. YOU NEED YO MOMMA EVEN *WORSE* IF YOU DISRESPECT ME.

'SIDES! I GOT JUST THE STUFF TO MAKES YOU FEEL BETTER.

HEY, MISTER, YOU GOT ANY SMALL JOBS THAT I CAN DO FOR YOU? I NEED TO EAT.

WHAT AM I... *INVISIBLE*?!? YOU COULD AT LEAST SAY *SOMETHING* TO ME.

A MAN'S GOT A RIGHT TO TRY TO EARN MONEY SO HE CAN EAT, DOESN'T HE?

I'M GETTING HUNGRY. I'M GOING TO HAVE TO FIND SOMETHING TO EAT SOON.

PICKING UP ALL THE TRASH IN AN ALLEYWAY NEXT TO A RESTAURANT ...THAT'S NOT A *BAD* JOB.

NOT A GREAT ONE, EITHER.

BUT I GET TO EAT *TWICE* TODAY. *THAT* MAKES IT A GOOD DAY.

IT'S GETTING HARDER EVERY DAY TO FIND WORK, THOUGH.

I'VE GOT TO *EARN* MY MONEY. I REFUSE TO BEG OR PANHANDLE. I'VE GOT TO KEEP HOLD OF A *LITTLE* SELF-RESPECT.

THAT'S GETTING HARDER TO DO EVERY DAY.

AH...MAN, QUIT *THINKING* SO MUCH.

HEY, DEE. HE'S BACK.

YO! *FISH BAIT!!* DIDN'T I TELL YOU TO KEEP YOUR SMELLY BEHIND AWAY FROM *MY* CORNER?!?

I WAS JUST EATING SOME DINNER. I'M LEAVING.

YOU'RE RUININ' MY DINNER BY BEING HERE. YOU SMELL LIKE...*MAN*, YOU'RE JUST *RE-PUL-SIVE!!*

YEAH! REAL PULSIVE!

LOOK, I'M SORRY. I'M LEAVING *NOW*. OKAY?

YOU'RE LEAVING, ALL RIGHT. BUT FIRST I WANT TO SEE WHAT YOU GOT IN THAT BAG YOU'RE PROTECTIN' LIKE IT'S YOUR MOMMA.

YEAH! WHAT YOU GOT IN THERE, MY MAN?

GOLD? CASH? 'NUKULAR' SECRETS?

NO!

LET'S SEE IT, NOW!

PLEASE! THERE'S NOTHING OF VALUE TO YOU IN THERE!

GOTTA GET BACK TO MY ROOM AND FIX ME SOME...

HEY!

GIMME THAT, MAN!!

AND DON'T GIVE ME NO MORE GRIEF!

BUT I...

OOOMPH!!

DEE SAID SHUT YER YAP, MAN!!

I MAY NOT BE "REAL," BUT I'M REAL ENOUGH TO HELP OUT HERE.

AND THIS GUY NEEDS SOME HELP.

CAN I HELP YOU UP? YOU KNOW, FOUR-ON-ONE ISN'T VERY...

WHATCHA THINK YOU'RE DOIN', HOSS?

I THINK YOU'LL BE WANTIN' TO LEAVE.

BEFORE YOU GET HURT.

BAD!!

I'M GOING TO HELP THIS MAN UP, GET HIS DUFFEL BAG AND WE'RE *WALKING* AWAY FROM HERE.

I THINK *THAT'S* WHAT I'LL BE WANTING TO DO. *GOT* IT?

WHAT I GOT IS *THIS!!*

NOW...

...WHAT YOU GOIN' TO DO, *PRETTY BOY?*

I *CAN'T* DO ANYTHING. CAN'T SHOW OFF MY POWERS HERE.

WHAT'S *UP?* GOT NO *GUTS*, MAN?

I THINK HE'S LOOKIN' FOR HIS MOMMA!

GET OUTTA MY *FACE*, PRETTY BOY!

OKAY... OKAY. I'M *LEAVING.*

NO SHOOTING, OKAY? I DON'T WANT ANY BYSTANDERS HURT!

BYSTANDERS!? YOU'RE ONLY WORRIED ABOUT YOUR OWN SORRY BUTT!!

HERE, LET ME HELP YOU.

COME ON. MAYBE WE CAN SNEAK AWAY BEFORE THEY...

HEAR YOU? OH, YEAH. WE DO HEAR YOU!

AND THAT MEANS BAD THINGS FOR YOU, MR. HERO.

BEN REILLY COULDN'T GO TOE-TO-TOE WITH THOSE THUGS. PICTURES MIGHT GET TAKEN.

I MIGHT MAKE BIG TROUBLE FOR PETER.

BUT I'M NOT RUNNING AWAY TO PROTECT MY BEHIND.

I AM GOING BACK TO DEAL WITH THOSE GUYS.

I JUST NEED THE RIGHT *CLOTHES...*

...TO DO THE **JOB!**

YO, BOYS, WE GOT US A REAL *GOOD SAMARGE-TAN!* HOW 'BOUT YOU JOIN US AT *OUR* PARTY, *MISTER HERO?*

OH, THANK YOU, BUT... REALLY I DON'T, UH...

LET'S SEE WHAT MR. REPULSIVE'S *GOT* IN HERE.

BOOKS?

BOOKS!?!

YOU KNOW... THOSE LITTLE THINGS YOU *READ!*

WHU...

OH...

...I FORGOT. YOU GUYS PROBABLY DON'T KNOW *HOW* TO READ.

BLAM
K-BLAM
READ THIS!!!
SORRY, BUT *THAT* BOOK IS NOT ON MY CURRENT READING LIST.
T-HWIP
TRY *THIS* ONE. YOU MIGHT LIKE IT.
AW, SHUCKS... HOW ARE YOU GOING TO TURN THE PAGES, NOW?
VIIP
ZWIIP
GUYS...

...DIDN'T YOUR MOTHERS TEACH YOU IT'S IMPOLITE TO SHOOT SOME-ONE IN THE BACK?

OOOMPH!

MOTH... OWW!

WHAT'S WRONG WITH YOU GUYS? YOU'RE SUPPOSED TO RUN AWAY *SCREAMING* AT THIS POINT!

AHH... AMATEURS!

THWIIP

SPLAAT

RANK AMATEURS!!

BACK OFF, YOU SECOND-RATE SPIDER-MAN!!

I'LL BLOW THIS JERK'S HEAD OFF!!

WHY NOT SHOOT ME?

I DON'T THINK YOU'VE GOT THE GUTS TO SHOOT EVEN A SECOND-RATE SPIDER-MAN!

NO ONE IS BEHIND ME. HE'S *GOT* TO SHOOT AT ME!

TOO *SCARED* TO SHOOT ME, SPARKY?

I AIN'T *SCARED* OF YOU, MAN, BUT YOU BETTER BACK OFF OR THIS GUY'S GONNA BE *REAL* DEAD.

HE'S GETTING READY TO SHOOT...

...*ME?*

YES!!

GOOD CHOICE!

THWIP

THWIIP

ZIIIP

SPLAAT

THW

ICK

YOU CAN'T TALK SO *BIG* NOW, CAN YOU?

THIS IS *MY* NEIGHBORHOOD... *NOT* YOURS! AND I DON'T *EVER* WANT TO SEE YOU IN IT AGAIN.

I BELIEVE YOU'LL FIND THESE "GENTLEMEN" IN POSSESSION OF SOME *ILLEGAL* FIREARMS AND MAYBE SOME *CONTROLLED SUBSTANCES*, OFFICERS.

THANKS! WE'VE BEEN TRYING TO GET SOMETHING ON THESE GUYS FOR A *LONG* TIME.

MY THINGS... MY BOOKS... HOW COULD THEY *DO* THIS TO ANYONE?

HERE. LET ME HELP.

YOU'RE WELCOME TO COME BY MY OFFICE. MAYBE I CAN HELP YOU FIND A JOB.

THANKS... *THANKS!* THAT WOULD BE GREAT.

SO... DO YOU HAVE LIKE A *SPIDER SIGNAL*, OR WILL WE EVER EVEN SEE YOU AGAIN?

I DON'T KNOW IF *YOU* WILL-- BUT *VENOM* WILL--!

THANKS AGAIN, SPIDEY II!

FOR BETTER OR WORSE, I'M BACK.

THAT WASN'T THE BEST PLAN OF ATTACK I COULD HAVE USED WITH DARRYL AND HIS CRONIES, BUT IT WORKED OUT OKAY.

I WAS *LUCKY.*

BUT MAYBE I *CAN* ESTABLISH MY OWN LIFE HERE AFTER ALL.

I'M ACTUALLY STARTING TO BELIEVE THAT I MIGHT HAVE MORE THAN JUST...

...*SECOND RATE* CHOICES!

END.

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THE CLONE AGAINST SPIDER-MAN'S MOST LETHAL FOE!

PART 2 OF 4

THE EXILE RETURNS

VENOM IS BACK--AND HE SURE AIN'T A GOOD GUY!

DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
VENOM
TERRORIZING THE STREETS OF NEW YORK
EXCLUSIVE BY KEN ELLIS
NICE.
JAMESON GAVE ME THE FRONT PAGE.
AND YOU, MISTER BROCK, ARE GOING TO KEEP ME THERE.
ONE EXCLUSIVE INTERVIEW IS ALL IT'LL TAKE. THEN I'LL BURY URICH... JAMESON CAN PUT HIM OUT TO PASTURE.
BUGLE. ELLIS HERE.
TOMMY. WHAT DO YOU HAVE FOR ME?
UH-HUH... UH-HUH...
YOU'RE SURE IT'S HIM?
DON'T BE SENDING ME OUT IN THE RAIN FOR NOTHING, TOMMY BOY.
YEAH, IF THE TIP PANS OUT, YOU'LL GET YOUR USUAL FEE.
IF IT PANS OUT.

TONIGHT I GET MY INTERVIEW.

TOMORROW I BURY URICH.

MAYBE THE DAY AFTER, I'LL SHOOT FOR A PULITZER!

THAT IS, IF I CAN GRAB A CAB IN THIS RAIN!

GOING TO HAVE TO TRY AROUND THE CORNER. MAYBE I CAN SNAG ONE ON THEIR BREAK.

I HATE THIS CITY.

THAT'S TOO BAD, MISTER ELLIS.

WHO ARE YOU SUPPOSED TO BE?

NOBODY.

NOBODY IMPORTANT AT ALL.

STAN LEE PRESENTS ~~SPIDER-MAN~~ BEN REILLY

DEADLINE

MACKIE·LYLE·HANNA·COMICRAFT·TINSLEY·FINGEROTH·DEFALCO

GOT NO TIME FOR THIS RIGHT NOW.

CALL ME. WE CAN TALK LATER.

I'D APPRECIATE IT IF YOU WOULD *MAKE* TIME, MISTER ELLIS.

THE NAME'S *KEN*, AND...

...WHO DO YOU THINK *YOU* ARE? *SPIDER-MAN?*

NO... I'D NEVER THINK *THAT!*

BUT I DO NEED YOUR HELP! I NEED TO FIND VENOM... TO STOP HIM... I'VE BEEN AWAY FROM THE CITY FOR TOO LONG ...I CAN'T GET A BEAD ON HIM.

THWIP

THEN I READ YOUR ARTICLE. YOU SEEM TO HAVE THE INSIDE TRACK ON VENOM. YOU CLAIM TO HAVE SEEN HIM LAST NIGHT... AT THE CHURCH... I NEED YOUR HELP FINDING HIM.

WHAT'S IN IT FOR ME, HERO?

I'M NO HERO. THIS IS JUST SOMETHING I HAVE TO DO.

AND I WANT AN INTERVIEW WITH VENOM... AND NOW... MAYBE... WITH *YOU!*

I HAVE NOTHING INTERESTING TO SAY!

YOU NEVER KNOW. I'VE GOT A LEAD ON WHERE VENOM IS RIGHT NOW. I GIVE IT TO YOU AND YOU CATCH HIM... I WANT AN *EXCLUSIVE* FROM BOTH OF YOU.

I DON'T KNOW...

GOOD ENOUGH FOR ME. YOU SEEM LIKE A MAN OF YOUR WORD.

HE'S BEEN SPOTTED OVER AT THE *ROOSEVELT ISLAND TRAM TERMINAL*. I'M HEADING OVER THERE MYSELF.

WANT TO SPLIT A CAB?

SEE YOU THERE... *HERO!*

MEANWHILE, AT THE ROOSEVELT ISLAND TRAM TERMINAL...

COME ON IN, MISTER OPERATOR MAN.

DON'T BE AFRAID OF LITTLE OL' *US!*

WE DON'T BITE...

...MUCH!

Tsk! Tsk! Tsk! SUCH CHAOS IN THE STREETS BELOW.

ALL THIS FUSS OVER LITTLE OLD US?

HASN'T ANYONE HEARD WE'RE THE *GOOD GUYS* NOW?

WE PROTECT THE INNOCENT FROM THE LIKES OF... OF... OF...

...THOSE THAT ACT THE WAY WE *USED* TO!

RIGHT, BOYS?

EXCUSE THEM... THEY'RE NOT IN THE TALKING MOOD!

SWEPT THE STREETS AROUND HERE CLEAN OF MUGGERS, THIEVES AND KILLERS OF ALL TYPES.

I DON'T HEAR ANY "THANK YOU, MISTER VENOM!"

NO. INSTEAD, NEW YORK'S FINEST APPEAR ON THE SCENE TO TRY AND KILL *ME!*

WE'RE THE VILLAIN... RIGHT?

MAYBE WE ARE.

MAYBE WE DESERVE TO DIE... TO PAY FOR OUR SINS!

HOW MANY TIMES HAVE WE ENDANGERED INNOCENT LIVES?

IT WAS *US* WHO SPAWNED *CARNAGE!*

IT WAS THE CHANCE TO KILL HIM, ONCE AND FOR ALL, HIM THAT BROUGHT US BACK TO NEW YORK.

SHOULD WE BE LAYING AMONGST THE BODIES OF OUR *OWN* VICTIMS?

NAH!

MEANWHILE...

AN UNSEEN OBSERVER SITS ATOP A NEARBY SKYSCRAPER.

WATCHING.

WAITING.

NEARBY...

WHAT MAKES ME THINK I CAN TAKE ON *VENOM*?

EVEN THE *REAL* SPIDER-MAN HAS ONLY BEEN MILDLY SUCCESSFUL BATTLING HIM.

I HAVE MEMORIES OF PAST FIGHTS AGAINST FOES NOT *HALF* AS VICIOUS AS VENOM, BUT...

...THEY'RE ALL IMPLANTED... *FALSE*. *I'M* FALSE...A *FAKE*... A *CLONE*...A *NOBODY*!

HOLD UP, MEN! I THINK HELP MAY HAVE ARRIVED.

SPIDER-MAN?

LET'S LET THE TWO COSTUMES DUKE IT OUT.

WE CAN PICK UP THE PIECES.

WHAT IS *THIS*, SPIDEY-OLD-PAL, A *NEW* COSTUME?

WHAT AM I DOING HERE?

BAD MOVE!

HE'S GOT HOLD OF MY LEG --

-- WE'RE *BOTH* GOING DOWN!

THWIP

DID IT!

THANKS FOR BREAKING OUR FALL, PAL!

NOW WE HOPE YOU WON'T MIND IF WE RETURN THE FAVOR AND...

...BREAK YOUR SPINE!

HE'S FASTER THAN I THOUGHT! AND *TWICE* AS *INSANE!*

I SHOULD HAVE LEFT THIS TO SOMEONE WHO COULD HANDLE IT!

YOU MOVE LIKE HIM, BUT...

...YOU CAN'T BE THE REAL SPIDER-MAN!

HE HAS AN AGREEMENT WITH US!

HE WOULD LEAVE US ALONE, AND WE...

...WOULDN'T EAT HIS BRAINS!

BUT YOU'RE A FAKE!

WE DON'T LIKE FAKES!

WITH A SPEED THAT EQUALS REILLY'S OWN--VENOM STRIKES BACK!

THEN...

...TIME TO DIE, BLINKY!

YES...

...I AM...A FAKE.

YOU'VE GOT TO GET OUT OF HERE, VENOM! NOW!

WHO?

THE POLICE KNOW HOW TO DEFEAT YOU... *US*... THEY'LL HAVE *GUARDSMEN* HERE IN NO TIME!

COME, I'LL HELP YOU ESCAPE FROM HERE.

YOU'RE ONE OF THOSE *SYMBIOTIC SPAWN* OF MY *OTHER* -- CREATED BY THE *LIFE FOUNDATION* TO *KILL* ME!

WE THOUGHT YOU WERE *DEAD!**

WE NEED TO *TALK!*

*SEE VENOM: LETHAL PROTECTOR #5. --DANNY

NO! NO TALK!

ALL *SPAWN* MUST *DIE!*

LIKE *CARNAGE*, YOU ARE ALL *EVIL*... KILL INNOCENTS!

I MUST DESTROY YOU *ALL!*

THIS WOUND IS BAD... LOSING A LOT OF BLOOD.

AND NOW THERE ARE *TWO* OF THEM.

I'VE GOT TO GET OUT OF HERE.

MEANWHILE...

THIS IS IT.

ALL I'VE GOT TO DO IS GET CLOSE ENOUGH TO THE FIGHT.

NOT SO CLOSE THAT I GET MY HEAD RIPPED OFF, BUT JUST CLOSE ENOUGH TO BE THERE WHEN IT'S OVER.

ONE OF THEM HAS TO SURVIVE.

AND *THAT'S* THE ONE I WANT TO INTERVIEW.

MEANWHILE, I'VE GOT TO TAKE NOTES. FILE THE STORY. THIS IS A START.

GEEZ! CAN'T BELIEVE I DIDN'T BRING A CAMERA!

"The costumed criminal known as Venom appeared to have met his match in the female, who bore more than a passing resemblance to him.

"It was then that the super-powered battle began in earnest.

"Venom's rage soon increased exponentially.

"He displayed a total disregard for all innocent bystanders trapped within their cars.

"Quickly, the street was turned into a war zone.

"Cars torn to shreds.

"Occupants of others trapped...

"...helpless and exposed to the rage of the battle.

"How many would die before someone... anyone... came to their rescue -- ?"

"YECCH! WHAT IS THIS PROSE I'M WRITING? THE FACTS, ELLIS. JUST REPORT THE FACTS! WATCH AND WRITE!"

MEANWHILE...

WEBBING IS HOLDING THE WOUND FOR NOW, BUT THE PAIN...

GOT TO SLIP OUT OF HERE IN THE CONFUSION.

LET SOMEONE ELSE DEAL WITH THEM!

ANYONE ELSE.

I'M USELESS HERE.

THANK YOU.

CAN'T CUT IT.

THE MEMORIES I HAVE... *SPIDER-MAN'S* MEMORIES...

...JUST AREN'T ENOUGH TO TURN ME... AN *IMPOSTOR*... INTO SOMETHING I'M NOT...

...A *HERO!*

NO... NO... I'M FALL--

THWIP THWIP

THANK YOU.

LET THEM KILL EACH OTHER.

THIS GUT WOUND IS KILLING ME.

I JUST CAN'T DO ANYTHING!

I'M A CLONE!

THIS IS WHERE IT ENDS, LITTLE LADY.

I DIDN'T WANT THIS. JUST WANTED TO TALK.

TOO BAD. MAYBE WE'LL TALK AFTER YOU'RE *DEAD!*

REAL MISTAKE STAYING OUT HERE!

THEY'RE HEADING RIGHT FOR ME!

WE'RE THE SAME, MAN. YOU, ME, THE *OTHERS*... WE'RE ALL THE SAME.

WE JUST WANT TO TALK TO YOU. LEARN FROM YOU.

WE NEED YOUR HELP!

I'LL *HELP* YOU!

HELP YOU TO AN EARLY GRAVE!

THWIP

THEY'VE PLOWED INTO THE TRAM.

THE DRIVER IS IN DANGER.

GOT TO STOP FELLING SORRY FOR MYSELF... STOP STANDING AROUND DOING *NOTHING* BUT *BLEEDING* ON MY NEW COSTUME.

NOT THAT I HAVE ANY IDEA AS TO *HOW* I'M GOING TO STOP THEM!

LIKE IT MATTERS...

...I'LL PROBABLY BLEED TO DEATH BEFORE THINGS GET TOO HEATED!

OKAY, VENOM...

...THE PARTY'S OVER!

NO! DON'T DO *THIS!*

I NEED TO *TALK* TO HIM! LEARN HOW HE CONTROLS HIS *OTHER!*

TALK TO *HIM?* ABOUT *CONTROL?*

I DON'T *THINK* SO!

YOU'RE TALKING ABOUT A GUY WHO GIVES IN TO *EVERY* INNER VOICE.

JUST BECAUSE THEY TALK...

...DOESN'T MEAN YOU *BELIEVE* THEM!

TRUST ME...

...I'M AN EXPERT AT AVOIDING INNER VOICES.

SOMETIMES THEY'RE JUST NOT *REAL!*

IF WE GO--WE'RE TAKING YOU WITH US, LADY!

LOOKS LIKE WE GOT LUCKY...FOR NOW.

YOU OKAY?

YEAH... YEAH...I AM, BUT WE'VE GOT TO GET OUT OF HERE BEFORE THE CABLES...

"...SNAP!"

KTUNG

NOT A PROBLEM!

AS LONG AS I DON'T PASS OUT FROM BLOOD LOSS.

FROM WHAT I JUST EXPERIENCED, I CAN TELL A FALL INTO THE RIVER IS AT *MOST* GOING TO SLOW THEM DOWN.

HERO

BUT AFTER TONIGHT, IT'S SOMEONE ELSE'S PROBLEM.

AMAZING!

'DYOU *SEE* THAT?

I'M LEAVING.

TONIGHT.

HERO

HE *SAVED* THAT MAN!

HE SAVED US *ALL!*

HE'S A *HERO!*

HEY, *HERO!* HOW ABOUT THAT INTERVIEW?

I'M NO *HERO!*

I'M BARELY A *MAN!*

THESE PEOPLE SAY OTHERWISE, BUDDY!

AND IT'S MY RESPONSIBILITY TO WRITE UP THE STORY THAT TELLS THE WORLD ABOUT YOU --

-- THE LATEST COSTUMED HERO... CALLED... CALLED...

... THE *SCARLET SPIDER!*

YEAH. I LIKE THE WAY THAT SOUNDS.

AT THAT MOMENT...

...IN THE MIDDLE OF THE MURKY RIVER WATERS...

...VENOM EMERGES IN A RAGE.

TONIGHT VENOM HAS MADE TWO NEW ENEMIES.

THE FEMALE SYMBIOTE...

...AND THE FAKE SPIDER-MAN.

BEFORE THE NIGHT'S END...

...HE VOWS TO SEE THEM BOTH DEAD!

TO BE CONTINUED IN WEB OF SPIDER-MAN #119

MARVEL COMICS

WEB OF SPIDER-MAN

THE SCARLET SPIDER! VENOM!

NEED WE SAY MORE?

$1.50 US
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119
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THE EXILE RETURNS PART 3 OF 4

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ALSO IN THIS ISSUE...

A NEW MYSTERY MAN ENTERS THE SPIDERVERSE!

WHO IS KAINE?

AND WHAT DOES HE WANT WITH SPIDER-MAN AND BEN REILLY?

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

BEN REILLY'S RETURN TO NEW YORK WAS THE BEGINNING OF THE END.

THE IMPOSSIBLE SECRET BURIED SO DEEP, FOR SO LONG--HIS IDENTITY AS THE CLONE OF PETER PARKER, THE TRUE SPIDER-MAN--

--BUBBLES FAR TOO CLOSE TO THE SURFACE HERE.

BETWEEN THE CITY'S NEED FOR HEROES AND HIS INSTINCT FOR HEROICS, THE SCARLET SPIDER WAS BORN ON THESE ROOFTOPS...*

...AND THEY MAY JUST PROVE TO BE THE DEATH OF HIM.

THIS TOWN'S TEARING ME APART.

WEB-BANDAGE IS DISSOLVING ALREADY, BUT IT GOT ME HOME...

THE EXILE RETURNS PART 3

ECHOES OF SILENCE

*WEB #118. --ERIC

TERRY KAVANAGH	STEVEN BUTLER	RANDY EMBERLIN	STEVE DUTRO	KEVIN TINSLEY	ERIC FEIN	DANNY FINGEROTH	TOM DEFALCO
WRITER	BREAKDOWNS	FINISHES	LETTERS	COLORS	EDITOR	GROUP EDITOR	CHIEF

...SUCH AS IT IS THESE DAYS.

THE GASH VENOM GAVE ME HURTS...*

...BUT I'VE GROWN ACCUSTOMED TO PAIN.

THIS SHIRT WILL SERVE AS A TOURNIQUET--STAUNCH THE BLEEDING--UNTIL I CAN GET MEDICAL ATTENTION--

--AND EVERYTHING ELSE FITS IN THE PACK ON MY BACK.

*SPIDER-MAN #52. --ERIC

JUST NEED TO CALL AHEAD...

...LET DR. TRAINER KNOW I'M COMING--

G-GOT TO GET OUT OF THE C-CITY--

--BEFORE IT KILLS ME...

SEWARD?!

REILLY? TALK TO ME, BEN...

"...WHAT'S GOING ON DOWN THERE?!"

THE DAY HASN'T EVEN STARTED YET AND I'M ALREADY LATE--

WHOA!

514

BETTER GET USED TO STEPPING OVER DRUNKS AND JUNKIES IN THIS RAT-TRAP...

...UNTIL I FIND A JOB THAT GETS ME OUT OF--

UHHH...

THIS GUY'S REALLY HURTING.

AND THAT STAIN ON HIS SHIRT IS SPREADING SO FAST...

...WE'VE GOT TO GET YOU TO A DOCTOR!

CAN'T AFFORD... H-HOSPITAL...

JOIN THE CLUB, FRIEND.

MY NAME'S GREER-- GABRIELLE GREER.

NEW ADDRESS IS A FANCY BROWNSTONE...

...LOOKS LIKE PETEY'S REALLY COMING UP IN THE WORLD.

SMASH

VENOM'S PAST HAS RECENTLY COME BACK TO HAUNT HIM.

ONE OF THE HATED OFFSPRING OF EDDIE BROCK'S ALIEN OTHER--AN ARTIFICIALLY-SPAWNED SYMBIOTE BONDED WITH A HUMAN WOMAN--STARTED THE TROUBLE...

...AND ANOTHER SPIDER-MAN--A TOTAL STRANGER, TO ALL INTENTS AND PURPOSES--ONLY THINKS HE FINISHED IT.

LOST TRACK OF OUR PREY WHEN THE RIVER SEPARATED US ALL...

...SO PARKER'S OUR BEST BET FOR A LEAD ON THE PSEUDO-SPIDER THAT'S PROWLING HIS BEAT.

BUT NO ONE'S HOME TO ENJOY THE GOOD LIFE--

--NOT EVEN THE DELICIOUS REDHEAD--

--WHAT A WASTE!

"NO SIGN OF PETE AT THE DAILY BUGLE OR THE E.S.U. CAMPUS, WHICH ONLY LEAVES--"

--HIS PRECIOUS AUNT MAY'S HOUSE IN QUEENS.

SINCE THERE'S NO KEY UNDER THE MAT...

...I'LL JUST FORM A TENDRIL INTO A KEY...

...AND IN WE GO...

KREEAK

NO ONE'S HERE.

JUST ANOTHER EMPTY HOME.

NOTHING BUT SHADOWS AND DUST.

WHAT'S HAPPENED TO THE TYPICAL AMERICAN FAMILY--

--WHERE HAVE ALL THE PARKERS GONE?!

"THIS IS THE *ONLY* CLINIC IN THE NEIGHBORHOOD THAT WOULD TREAT YOU WITHOUT HEALTH INSURANCE, BEN..."

NO ANESTHESIA... GREER...

...YOU'VE GOT TO TRUST THE DOCTOR.

FOUR MORE STITCHES TO GO, SON.

CLINIC

124 SAINT

WHATEVER IT TAKES, DOC...

...TO GET ME OUT OF HERE...BEFORE IT'S TOO LATE...

IS THIS KEN ELLIS?

THE BUGLE *FORWARDED* MY CALL TO YOU...

" ... ABOUT THE REWARD FOR A YOUNG MALE WITH A GUT WOUND ON HIS LEFT SIDE. "

STAY PUT...

...I'M ON THE WAY.

INFORMATIO

I BETTER HIT THE JACKPOT WITH THIS STORY 'CAUSE I'M GOING TO BE MORE BROKE THAN USUAL FROM PAYING FOR ALL THIS INFORMATION.

AFTER ALL, I CHRISTENED THAT SCARLET SPIDER CHARACTER MYSELF IN THIS MORNING'S EDITION--

TAXI!

TAXI NY

CAB

HE OWES ME AN EXCLUSIVE.

" DON'T HAVE TO SUSTAIN CAMOUFLAGE-MODE...

...JUST TO FOLLOW THAT CAB.

SHE IS ONE OF FIVE SECOND-GENERATION SYMBIOTES BORN AND BRED--BY THE LIFE FOUNDATION--

--TO KILL.

SHE FEARS IT'S A LOSING BATTLE...

I DON'T KNOW IF IT'S A BLESSING OR A CURSE MY SYMBIOTE REGEN-ERATED...!*

*AFTER VENOM: LETHAL PROTECTOR #6.--Eric

GETS MORE AND MORE DIFFICULT TO CONTROL MY OTHER--TO IGNORE ITS WHISPERED OFFERS AND SEDUCTIVE CARESSES--WITH EVERY HOUR.

VENOM ONLY MADE THINGS WORSE.

BUT I STILL CAN'T HELP BELIEVING--

ALTHOUGH FREE OF THE CORPORATE SURVIVALIST GROUP FOR MONTHS ALREADY...

...THE WOMAN BENEATH THE LIVING COSTUME IS ALL BUT NAMELESS NOW, BARELY STRUGGLING TO MAINTAIN SOME SENSE OF SELF.

--HE'S THE ONLY ONE WHO CAN HELP ME...

...AND SAVE MY SOUL.

"AND ELLIS' INVESTIGATION IS BOUND TO POINT STRAIGHT TO THE SPIDER!

WHICH IN TURN, WILL BRING ME BACK INTO CONTACT WITH VENOM.

MIDTOWN.

PAPA GRANITE'S ORGANIZATION HAS BEEN *BRANCHING OUT* INTO NEW TERRITORY LATELY-- *OUR* TERRITORY--

--CROSSING BOUNDARIES MARKED BY *BLOOD*.

MY PEOPLE WANT HIS PEOPLE *OUT* OF THE WAY, ASSASSIN...

"...BUT GRANITE HIMSELF ONLY LEAVES HIS JERSEY FORTRESS *ONCE* A YEAR FOR THIS ANNIVERSARY NIGHT OUT WITH THE OLD LADY.

"THEY RESERVE THE PLACE FOR THEMSELVES. PACK IT WITH BODYGUARDS. SIT BEHIND THE BULLETPROOF GLASS.

"WE NEED A *SPECIALIST* TO GET CLOSE TO HIM.

"WORD HAS REACHED US THAT *YOU* ARE SUCH A SPECIALIST, *KAINE*.

"ACCOMPLISH THIS TASK FOR US AND YOU MAY HAVE A FUTURE WITH *OUR* FAMILY.

"IT'S TIME TO MAKE YOUR MOVE.

YOU *LISTENING* TO ME, KAINE?

DAILY BUGLE

PUT DOWN THE PAPER AND DO YOUR *JOB*, FREAK!

"KAINE! YOU'RE MISSIN' YOUR CHANCE!

"KAINE!"

"YOU BLEW IT, KAINE!"

CHK

CHK

DAILY BUGLE

WE MAY NOT BE HIGH-PRICED SPECIALISTS LIKE YOU ARE...

...BUT THIS CLOSE--WE CAN'T MISS YOU.

SPIDER
MAN?

BY KEN ELLIS

UNFORTUNATELY, GENTLEMEN...

SHK

CRRR

SHK

SHK

KRAK

...SOMETHING ELSE HAS COME UP.

DAILY BUGLE 21

IS THE SCARLET SPIDER CONNECTED TO SPIDER-MAN?

BY KEN ELLIS

THE CLINIC...

DRESSING'S *PERFECT*, BUT THE DOC WANTS ANOTHER LOOK AT THESE SUTURES BEFORE SIGNING THE RELEASE.

SPIDER-SENSE WARNING OUT OF NOWHERE...

...THAT'S THE BUGLE REPORTER-- KEN ELLIS-- HEADING THIS WAY.

NURSE SAID MY PIGEON CHECKED IN AS "JOHN SMITH"-- RIGHT--

--AND I'D *FIND* HIM BACK...

...HERE?

"ACCESS VENT GOT ME OUT OF THE ROOM..."

...AND THE ROOF IS--

KROP

A DEAD END, SPIDER.

SAVE IT FOR VENOM, PSYCHO...

...YOU TWO DESERVE EACH OTHER,

AND IT'S NONE OF MY BUSINESS ANYMORE.

WRONG AGAIN, HERO...

...WE NEED YOUR--

DON'T BELIEVE EVERYTHING YOU READ IN THE PAPERS, BLONDIE...

...I'M NO HERO!

SEE YOU IN THE FUNNY PAGES--!

NO...

...HE'S GONE ALREADY!

THE SPIDER WAS MY--OUR-- LAST LIFELINE...

KRAK

THWIP

"...WE'RE OUT OF CONTROL!"

THOUGHT I COULD AVOID TROUBLE--FOR EVERYONE AROUND ME--BY HIDING OUT UNDER THE LEDGE BENEATH HER FEET...

...UNTIL SHE GOT BORED AND WENT HOME.

BAD IDEA. SHE'S GONE CRAZY, SMASHING UP EVERYTHING IN HER PATH.

POOM

POOM

POOM

POOM

I'M DOING MY BEST TO PULVERIZE MOST OF THE DEBRIS BEFORE IT REACHES THE GROUND--

"--BUT SOME OF IT'S GETTING THROUGH."

SKRAK

uhnn...

WITCH TOOK OFF AFTER HER LITTLE SUPER-TANTRUM...

...AND THE CLINIC STAFF WILL HELP THE INJURED PEDESTRIANS.

BUT IT COULD HAVE BEEN WORSE--

CLINIC

"--SO MUCH WORSE...

SORRY, PAL! THAT'S YOUR JOB! I'M THROUGH BEING PUSHED AROUND--BY ANYONE!

STOP! THIEF! STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!

FROM NOW ON, I JUST LOOK OUT FOR NUMBER ONE -- THAT MEANS -- ME!

I OUGHTA RUN YOU IN!

SAVE YOUR BREATH, BUDDY! I'VE GOT THINGS TO DO!

" WHEN THAT SAME BURGLAR WENT ON TO INVADE UNCLE BEN'S HOME -- MURDER HIM IN COLD BLOOD--"

--SPIDER-MAN SWORE IT WOULD NEVER HAPPEN AGAIN.

WHEN WILL I LEARN?

SHOULD HAVE STOPPED THE FEMALE SYMBIOTE WHEN I COULD...

...JUST SHEER LUCK THAT NO INNOCENTS WERE KILLED.

OR AN OMEN.

MAYBE EVEN A SECOND CHANCE... TO CORRECT A MISTAKE I NEVER MADE--

BEN...?

IT'S ME-- GABRIELLE--

--CHECKING UP ON THE PATIENT.

KNK KNK

APPRECIATE YOUR CONCERN, GREER--REALLY-- AND ALL THE HELP EARLIER...

...BUT I'M SORT OF IN THE MIDDLE OF SOMETHING RIGHT NOW.

SCRAPE...

"... MY MISTAKE."

AND MY LOSS.

AGAIN.

ALL THE TIME OVER THE YEARS, IDEAS FOR THINGS LIKE THIS ITEM WERE PERCOLATING IN MY MIND--

--ALMOST AS IF I KNEW THIS DAY WOULD COME.

SEEMS I WAS WOEFULLY UNPREPARED FOR VENOM AND HIS ILK LAST TIME OUT...

...BUT NOW I'M READY, WILLING-- AND MORE THAN ABLE--TO FACE THE WORST.

I'LL TAKE DOWN EVERY SYMBIOTE IN THIS CITY BEFORE LEAVING...

"...WITH NO DEATHS ON MY CONSCIENCE."

PEPZI

RAW POWER FOR POWER'S SAKE-- NOTHING MORE, NOTHING LESS--

VIP

--THIS IS ALL MY OTHER EVER PROMISED!

AND WHERE BETTER TO INDULGE UNLEASHED PASSIONS THAN THE HEART OF TIMES SQUARE?!

SKREEK

HOW ABOUT THE PRIVACY OF YOUR OWN PADDED CELL, SISTER?!

AARGH!

THAT'S WHAT YOU THINK, CUZ!

TOO LATE, VENOM...

...I--WE... DON'T NEED YOU ANYMORE!

BOM

NO...

WE DON'T KNOW WHAT YOU WANT FROM US--

--AND WE DON'T CARE!

WE'RE GOING TO *SEPARATE* YOU AND YOUR SYMBIOTE! AND THEN DEAL WITH YOU *BOTH*!

GEE

SHE

HATE

WE'RE SICK TO DEATH OF SPIDERS AND SYMBIOTES OF ALL SHAPES AND SIZES...

...THREATENING THE VERY *IDENTITY* WE FOUGHT SO LONG AND HARD TO MAKE OUR OWN!

please...

DON'T BEG, SPAWN O'MINE...

...IT REFLECTS BADLY ON ALL OF U--

THWP

RADIO REPORTS SAID I'D FIND YOU TWO HERE.

WHAT THE H--?!

THWPH

THWPH

THWPH

I CALL IT *IMPACT WEBBING*, VENOM.

GENERATING ENOUGH MULTI-TENDRILS--IN MICRO-SECONDS--

JUST TASTES LIKE *APPETIZER* TO ME, HERO...

--TO CUT YOU OFF FROM YOUR VICTIM!

SHRPP

...BEFORE THE SPIDER SPECIAL!

GUESS AGAIN, JAWS.

A SINGLE PELLET--OF ONLY ONE NEW WEAPON--BOUGHT THE WOMAN ENOUGH TIME TO GET OUT OF YOUR UGLY FACE...

...AND YOU AIN'T SEEN NOTHING YET!

THE FIRST--AND FINAL--BATTLE BETWEEN THE SCARLET SPIDER AND VENOM CONCLUDES IN SPIDER-MAN #53!

NEXT ISSUE:

"WEB OF LIFE" BEGINS AS THE SPIDER REDISCOVERS AN OLD FRIEND, AND A NEW ENEMY! THE HUNT IS ON...!

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SPIDER-MAN

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PART 4 OF 4

THE EXILE RETURNS

THE SCARLET SPIDER'S GREATEST MOMENT OF GLORY...

THE FALL OF VENOM!

STAN LEE PRESENTS THE SCARLET SPIDER IN

GIANT-SIZED THE RETURN

NEW YORK CITY...

THIRTY SECONDS AGO, THE MAN WHO HAS BEEN DUBBED THE SCARLET SPIDER BELIEVED HIS RAGE WOULD BE ENOUGH TO ENABLE HIM TO BEAT VENOM.*

NOW HE REALIZES THAT THAT WASN'T NECESSARILY TRUE.

DIE, IMPOSTOR!

SO THIS IS HOW MY RETURN TO MANHATTAN... TO A LIFE THAT NEVER BELONGED TO ME... ENDS?

STRANGLED TO DEATH WITH THE HOOD OF MY OWN NEWLY CREATED COSTUME?

GUESS I DESERVE IT.

I'M ONLY A CLONE!

*WEB OF SPIDER-MAN #119. --DANNY

THE AWESOME CONCLUSION TO THE EXILE RETURNS

STORMS

HOWARD MACKIE & TOM LYLE story & art

SCOTT HANNA finishes

STARKINGS/COMICRAFT lettering

KEVIN TINSLEY colors

DANNY FINGEROTH editor

TOM DEFALCO editor in chief

WEREN'T YOU GALLANT, TRYING TO DEFEND THE FEMALE SYMBIOTE FROM DYING AT OUR HANDS *...?!

...NOW WE'LL SUCK THE MARROW FROM *BOTH* YOUR BONES!

NEVER SHOULD HAVE GOTTEN IN MY WAY, YOU *FAKE!*

THE *REAL SPIDER-MAN* WOULD HAVE PUT UP A BETTER FIGHT.

HE WOULD HAVE LOST ANYWAY...

...BUT STILL WOULDN'T HAVE DIED SOOO EASILY!

JUST RELAX... YOU'LL BE **DEAD** SOON!

HE'S RIGHT. MIGHT AS WELL STOP STRUGGLING.

THIS END WAS INEVITABLE AS SOON AS I WAS *STUPID* ENOUGH TO COME *BACK* TO NEW YORK... *STUPID* ENOUGH TO PUT ON A COSTUME... *STUPID* ENOUGH TO TRY AND PLAY *HERO!*

JUST RELAX AND GO WITH --

NO!

THERE'S ANOTHER LIFE AT STAKE ... THE FEMALE... SHE APPEARS TO BE HUMAN.

...ENDANGERING INNOCENT LIVES LIKE...

I CAN'T LET VENOM KILL HER. CAN'T LET HIM RUN WILD IN THIS CITY...

...AUNT MAY!

CAN'T TAKE THE EASY WAY OUT!

SHE DIDN'T RAISE ME THAT WAY!

BWAM

CAN'T BELIEVE THAT SPIDER-MAN HAS LET VENOM ROAM FREE.

VENOM SPOKE OF THEM HAVING SOME SORT OF *DEAL!*

CAN'T BELIEVE THAT SPIDER-MAN WOULD LET A MONSTER LIKE THIS LOOSE ON THE STREETS...

...*WON'T* BELIEVE IT!

YUMMm! LOOKS LIKE THE LITTLE PHONY IS GOING TO GIVE US A *FIGHT* AFTER ALL!

WHRAAK

MORE THAN A FIGHT!

I'M PLITTING YOU AWAY FOR GOOD...

KWAM

...OR I'M GOING TO DIE TRYING!

AT THE DAILY BUGLE, KEN ELLIS BURNS THE MIDNIGHT OIL.

HE IS A MAN DRIVEN BY HIS CAREER.

A MAN DETERMINED TO GET AN INTERVIEW WITH THE HERO HE HAS DUBBED THE SCARLET SPIDER.

A MAN COMMITTED TO ADVANCING HIS CAREER.

ELLIS.

BEAT IT! CAN'T YOU SEE I'M TRYING TO WRITE A --

MISTER JAMESON.

DON'T SWEAT IT, KID. I KNOW WHAT IT'S LIKE WHEN YOU'RE IN THE MIDDLE OF SOMETHING. HARD TO LET IT GO, huh?

JUST WANTED TO TELL YOU YOU'RE DOING A GREAT JOB.

KEEP IT UP.

JUST STAY OBJECTIVE, SON. DON'T LET THE STORY CONSUME YOU.

TAKE IT FROM ME... IT DOESN'T HELP THINGS.

YEAH... RIGHT!

TIMES SQUARE...

GOT TO LET MY SPIDER-SENSE DO ITS JOB.

YESTERDAY I WAS *RUSTY*... LET MY FEAR OVER-RIDE THE SPIDER-SENSE... AND HE ALMOST *GUTTED* ME. *

THAT'S *NOT* GOING TO HAPPEN AGAIN!

* LAST ISSUE--D.

NICE MOVE, LITTLE FAKER!

HOW'S YOUR STOMACH FEELING?

BETCHA IT HURTS TO BOUNCE AROUND LIKE THIS, huh?

IT'S GOING TO HURT EVER *MORE* WHEN I STRANGLE YOU WITH YOUR OWN INTESTINES!

GOING TO MAKE YOU PAY FOR IMITATING *HIM!*

GOING TO KILL YOU AND EAT YOUR *BRAINS!*

THIS GUY IS *SICK!*

BUT HE'S RIGHT. THE STOMACH IS *KILLING* ME.

THE *PAIN* IS TIRING ME OUT!

NEED TO SLOW HIM DOWN A BIT.

LAST TIME I TRIED THE *IMPACT WEBBING* ON HIM HE SIMPLY RIPPED THROUGH IT.

THIS TIME...

...I'LL UNLOAD A WHOLE BUNCH OF THEM AT HIM!

IT'S GOT TO SLOW HIM DOWN LONG ENOUGH FOR ME TO CATCH MY BREATH!

I HOPE.

I DON'T LIKE THIS NEW WEBBING, YOU FRAUD!

IT NEVER STOPS GROWING.

JUST GOING TO MAKE ME *MADDER!*

I'LL LIVE WITH IT!

NO, YOU'LL WON'T.

MEANWHILE...

THE SPIDER SOUGHT TO CONTAIN ME, FATHER.

HE TRIED TO HAVE ME IMPRISONED... CAGED LIKE SOME BROKEN AND SHAMED BEAST!

A KRAVINOFF WILL NOT BE BROKEN!

I USED OUR WEALTH TO GET OUT OF PRISON, FATHER.

AND NOW, I, THE GRIM HUNTER, SON OF KRAVEN, SWEAR TO YOU...

HERE LIES
ERGET
RAVINOF

VEN the HUNT
REE AT LAST

...THE HUNT WILL CONTINUE.

AND EITHER THE SPIDER... OR I...

...WILL DIE!

WHILE...

EXHALISTED... STOMACH KILLING ME... STITCHES MIGHT RIP OPEN...

CAN'T WORRY ABOUT IT... HE'S GOING TO TEAR THROUGH THE WEBBING SOON... GOT TO BE ALERT...

GOT TO BE *STRONG*.

I'M STARTING TO BELIEVE I MIGHT ACTUALLY BE ABLE TO BEAT HIM.

GOT TO LET HIM WEAR HIMSELF OUT WHILE I *REGAIN* SOME STRENGTH.

IT'S GOING TO HAVE TO BE BRUTAL...

...VENOM WILL HAVE IT NO OTHER WAY.

STILL CAN'T ACCEPT THAT SPIDER-MAN MADE A *DEAL* WITH HIM.

HAS HE CHANGED SO MUCH SINCE I RECEIVED HIS MEMORIES... HIS VALUES?

OR IS IT *ME* WHO'S CHANGED?

WELL, IN ABOUT ANOTHER MINUTE I'LL HAVE A CHANCE TO SEE WHETHER I'VE CHANGED ENOUGH TO DEFEAT THE LIKES OF VENOM.

WITHIN THE COCOON...

HE'S TRYING TO STOP US!

STOP US FROM DOING THE RIGHT THING.

TRYING TO MAKE US OUT TO BE THE VILLAIN.

THEY *ALL* DO THAT!

TRY TO MAKE IT SEEM LIKE *I'M* NOT GOOD ENOUGH!

BUT *I* AM!

HE'S THE FAKE!

HE MUST DIE!

SALT LAKE CITY, UTAH...

POLICE DETECTIVE JACOB RAVEN SITS AT HIS WINDOW SEAT, APART FROM THE REST OF THE DETECTIVES IN THE HOMICIDE BUREAU.

HIS THOUGHTS ARE ELSEWHERE.

ON A KILLER WHO HAS ELUDED HIM FOR THE PAST TWO YEARS.

A KILLER HE IS DETERMINED TO BRING TO JUSTICE.

RAVEN, YOU'RE GOING TO WANT TO SEE THIS --

-- LOOKS LIKE YOUR MAN HAS SHOWN UP IN NEW YORK CITY!

SAME MARKINGS ON THE FACE AS HE LEFT ON... ON...

TAKE IT, JACOB. IT'S YOURS.

RAVEN STUDIES THE FAX.

THE PHOTOS OF THE DEAD BODIES LEAVE NO DOUBT IN HIS MIND.

IT'S HIM.

IT'S HIM.

THIS IS IT.

THE WEBBING'S ABOUT TO GIVE.

GOT TO WORK ON THE FORMULA TO MAKE IT A LITTLE *STRONGER* FOR FUTURE USE.

IF I *HAVE* A FUTURE!

WE'RE FREE!

HOPE YOU'VE ENJOYED YOUR REST, LITTLE SPIDER, BECAUSE...

NAP TIME IS OVER!

YEAH! *DEFINITELY* COULD USE A STRONGER WEBBING!

ELSEWHERE...

PLEASE, GAVIN, DO NOT DO THIS!

SORRY, LITTLE BROTHER...

...YOU LET ME DOWN.

SNAP

SOMEONE PLEASE SEE TO IT THAT MY BROTHER IS GIVEN A PROPER FUNERAL.

AND HAVE FLOWERS SENT IN MY NAME.

YES, MISTER THORPE.

NOW, ON TO BUSINESS.

I HAVE *RETURNED* FROM MY TRIP ABROAD AND AM NOW --

-- WITH MY BROTHER'S DEMISE --

-- *OFFICIALLY* BACK IN CHARGE OF OUR ORGANIZATION.

I WANT REPORTS ON ANY POTENTIAL *INTERFERENCE* WITH OUR DAY TO DAY OPERATION.

POLICE OFFICERS, DISTRICT ATTORNEYS, ANY COMPETITORS. I WANT NAMES.

SPIDER-MAN HAS BEEN KNOWN TO SLOW THINGS DOWN.

EXCELLENT, SIR.

NOW...

...HOW DO WE GO ABOUT *ELIMINATING* THIS SPIDER-MAN?

BACK IN TIMES SQUARE...

IS THAT THE *BEST* YOU'VE GOT?

WE HARDLY *FELT* IT!

YOU'RE GOING TO HAVE TO PUT A LITTLE MORE OOMPH INTO THE OLD PUNCHEROOS IF YOU'RE GOING TO LIVE THROUGH THE NIGHT!

HE'S *RIGHT.*

I'M THROWING EVERYTHING I'VE GOT AT HIM AND IT'S HAVING NO EFFECT.

HIS *COSTUME* IS ABSORBING ALL THE BLOWS.

HE IS HERE.

AND THINGS AREN'T GOING WELL FOR HIM.

THIS IS GOOD.

TIME TO SAY NITEY-NITE, LITTLE FAKER!

YOU *LOSE!*

THIS IS GOING TO BE TRICKY, BUT...

...I'VE GOT *NOTHING* LEFT TO LOSE.

NOT YET.

THOOP

A COUPLE OF LITTLE VITAMINS? IS THAT THE BEST YOU CAN DO?

WHAT WAS THAT? WHAT... DID... YOU...

...DO...

...TO...

...US!

SHOT THE *IMPACT WEBBING* BETWEEN THE COSTUME AND THE MAN WITHIN.

IF THEY'RE PARTNERED THE WAY I READ ABOUT...

"...NOW I JUST SIT BACK AND WAIT FOR IT TO DO ITS THING.

"SPREAD OUT... GROW AND...

"*PUSH* THE LIVING COSTUME AWAY FROM THE MAN."

WHICH LEAVES HIM WIDE OPEN FOR A *STINGER!*

AAARRGH

THAT *HURT!*

HE'S TURNING THE TIDE OF THE BATTLE.

HE ALWAYS WAS THE LUCKY ONE.

YOU CAN'T KILL US!

YOUR WEBBING AND YOUR STINGERS ONLY MAKE US ANGRY!

NOT LOOKING TO KILL YOU! JUST SETTING UP...

...THIS SHOT!

ALWAYS LUCKY.

WE WILL GNAW ON YOUR SPINE FOR THAT!

YOU CAN'T BEAT US!

THINK AGAIN!

YOU'RE DONE!

EVEN WHEN HE SHOULD HAVE DIED...

SOMEONE SHOULD HAVE DONE THIS TO YOU LONG AGO.

...HE FOUND LIFE.

SOMEONE SHOULD HAVE MADE SURE THAT YOU WOULDN'T BE SET FREE.

NOW HE HAS RETURNED, TAKEN ON ANOTHER COSTUME...

I'M THE SOMEONE TO FINALLY DO IT!

...AND NOW I'VE TAKEN A COSTUME AS WELL..

FOR NOW I'LL WAIT.

HIS TIME WILL COME SOON ENOUGH.

THEN HE'LL BE GIVEN THE MARK OF KAINE!

I WATCH.

I WAIT.

BUT SOON...

...VERY SOON...

THE COSTUME NOW?

GREAT! I CAN'T CATCH A BREAK TONIGHT!

THOUGH WEAKENED BY THE BATTLE, THE ALIEN SYMBIOTE REACTS TO DEFEND THE UNCONSCIOUS EDDIE BROCK.

IT REACHES OUT TO THE ENTITY WHICH DEFEATED ITS HOST...

...SEEKING TO ENGULF...TO DESTROY IT.

CONTACT IS MADE.

IMMEDIATELY, THE SYMBIOTE SENSES SOMETHING FAMILIAR ABOUT REILLY.

SENDING OUT MORE TENDRILS, IT SEEKS A BONDING.

A SYMBIOSIS.

AND THEN...

NO!

GET OUT OF MY MIND!

THE SCARLET SPIDER'S STRENGTH -- AND HIS REJECTION -- PROVE TOO MUCH FOR THE ALREADY WEAKENED SYMBIOTE...

THE IMPACT OF ITS FALL KICKING UP A CLOUD OF DUST.

THEN...HAVING DONE WHAT HE SET OUT TO DO...

...BEN REILLY COLLAPSES.

LATER...

THE GUARDSMEN HAVE ARRIVED AND CONTAINED BOTH BROCK AND THE ALIEN SYMBIOTE.

THIS TIME WE'RE GOING TO KEEP THE TWO OF THEM AS FAR APART AS POSSIBLE.

THANKS. YOU'VE *SUCCEEDED* WHERE OTHERS HAVE *FAILED*.

I DID IT!

I BEAT VENOM!

MAYBE IT'S TIME TO START CLAIMING SOME SORT OF LIFE FOR MYSELF.

THERE'S *NOTHING* TO STAND IN MY WAY...

...NOTHING AT ALL!

NEXT ISSUE:

THE RETURN OF THE GRIM HUNTER AND...WHO IS KAINE?

Web of Spider-Man #117 flip book foil cover

Amazing Spider-Man #394 flip book foil cover

Spider-Man #51 flip book foil cover

Spectacular Spider-Man #217 flip book foil cover

DeMATTEIS • ROMITA JR. • JANSON

MARVEL COMICS

SPIDER-MAN: THE LOST YEARS • DeMATTEIS • ROMITA JR. • JANSON • MARVEL COMICS

For several years, Ben Reilly — now the Amazing Spider-Man — wandered across America, trying to find a place for himself, convinced that he was doomed to live a lonely, bleak existence for the rest of his days. But that was before he arrived in Salt Lake City and found himself caught up in a series of events that would change his life forever.

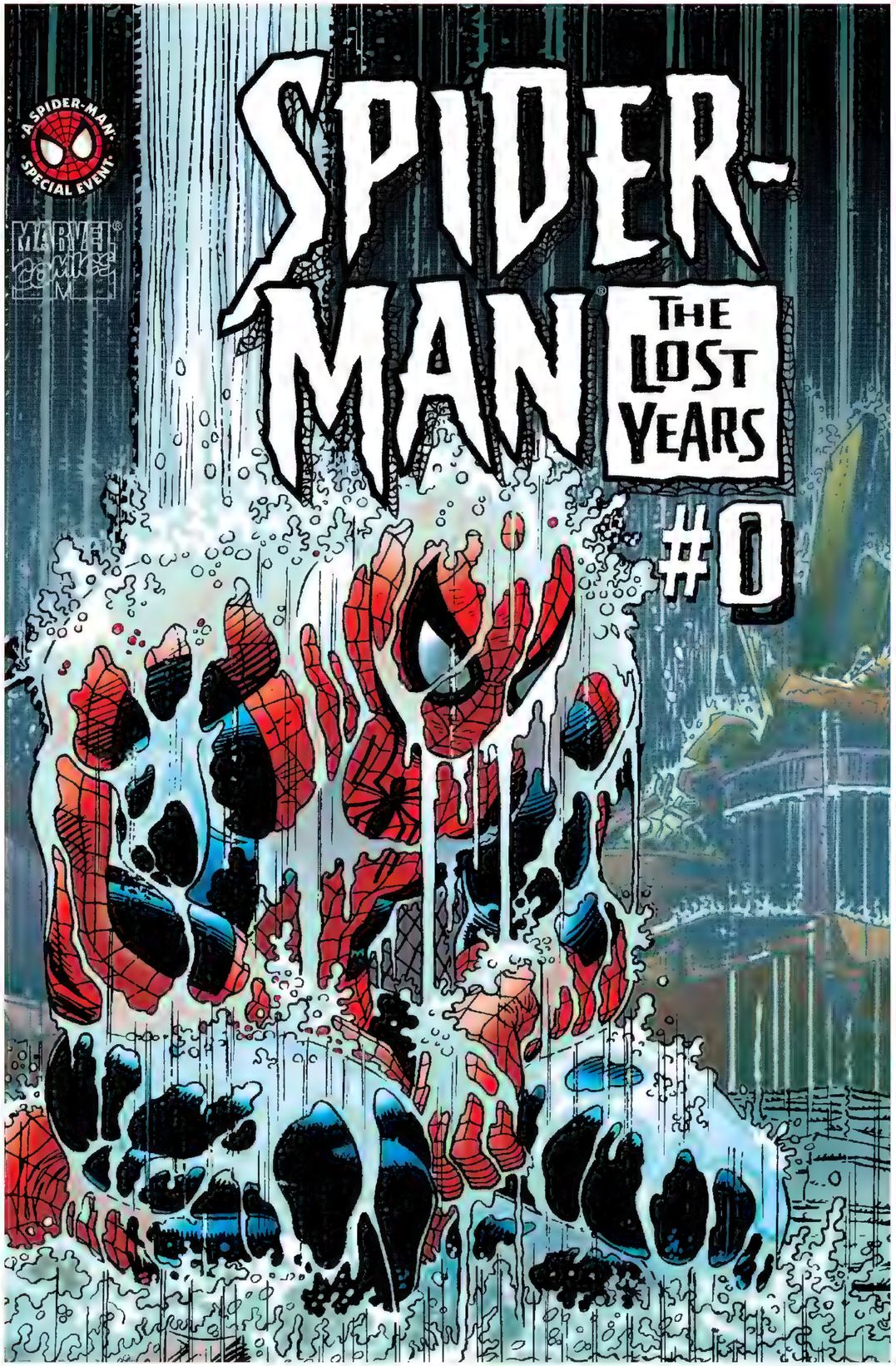
With new surroundings, a new job and a possible new romance, Ben is finally on the verge of creating a real life for himself, something he never dreamed was possible! Little does he know that the growing threat of a local organized crime syndicate — and the sudden appearance of Kaine, the first, flawed clone of Peter Parker now consumed by hatred for Reilly — will jeopardize the peace and happiness that Ben has struggled so hard to achieve!

The acclaimed chronicle of Spider-Man's hidden past, by top talents J.M. DeMatteis, John Romita, Jr. and Klaus Janson, is finally collected in one volume — an invaluable addition to any comic collector's library!

SPIDER-MAN
THE LOST YEARS

JRJR + JANSON

Spider-Man: The Lost Years TPB cover

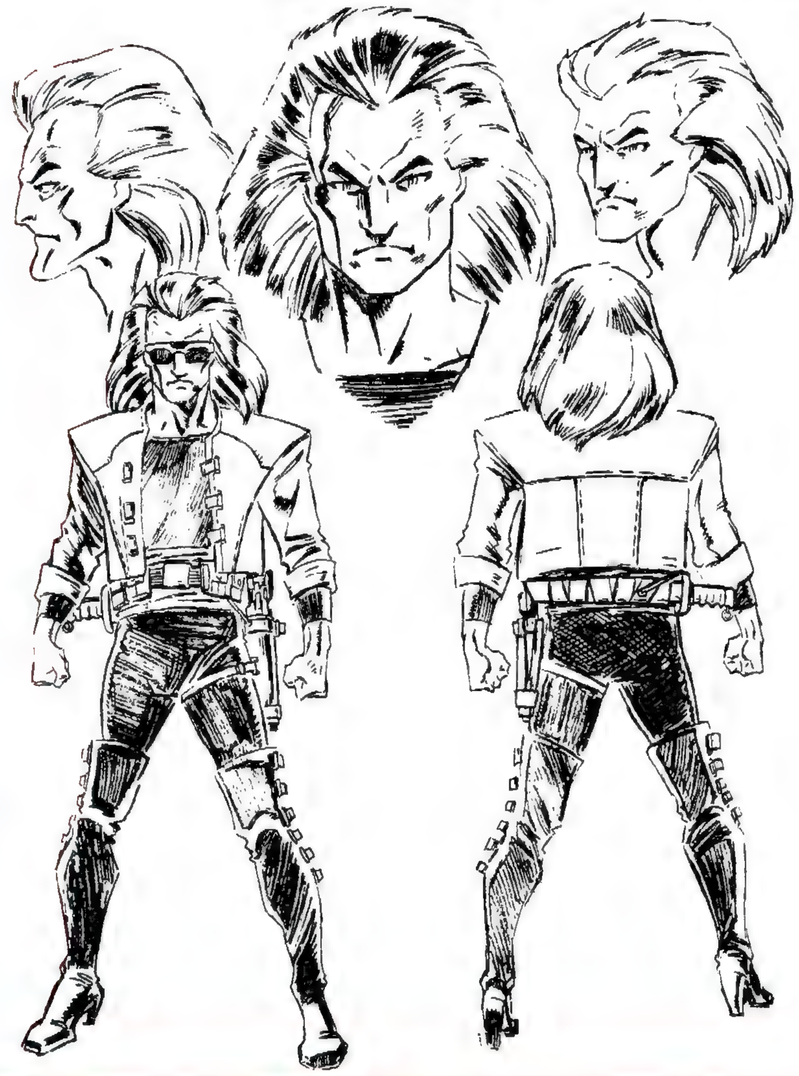


Spider-Man: The Lost Years #0 cover

SPIDER-MAN SKETCH FILE

by Tom Lyle and Mark Bagley

Here's a glimpse into the creation of a couple of brand-new Spidey villains! After receiving written descriptions of Mr. Nacht (right) and Boone (below), Tom and Mark did several sketches. Displayed here are the approved designs (Tom designed Mr. Nacht, and Mark is responsible for Boone).

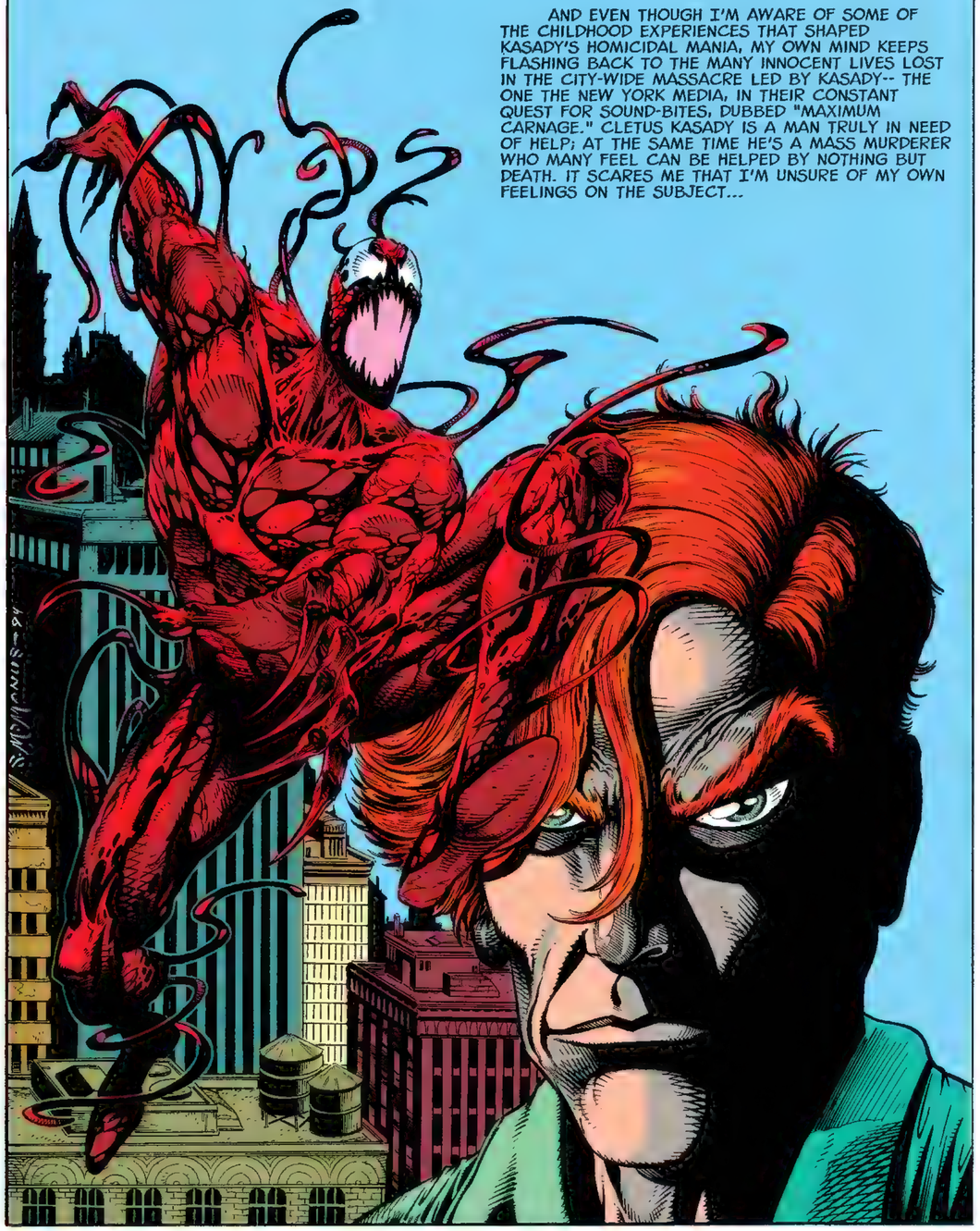


FROM THE FILES OF DR. ASHLEY KAFKA:

CARNAGE

IS IT WRONG FOR SOMEONE IN MY PROFESSION TO JUDGE A MAN LIKE CLETUS KASADY AS VERY LIKELY INCURABLE AND IRREDEEMABLE? HIS PSYCHOSIS SEEMS SO STRONG AS TO BE NEARLY IMPENETRABLE THROUGH ANY CONVENTIONAL PSYCHIATRIC MEANS. HIS STRANGE BOND WITH THE ALIEN SYMBIOTE CREATURE WHICH SUPPLIES HIM WITH THE POWERS TO COMMIT HIS ATROCITIES DOESN'T HELP THE MATTER, EITHER. THE SCIENTISTS HERE HAVE TRIED VARIOUS METHODS OF SEPARATING KASADY FROM THE SYMBIOTE WITH NO SUCCESS.THE DEAD PERSONNEL LEFT IN THE WAKE OF HIS LAST ESCAPE ARE A SICKENING TESTAMENT TO THAT. IS THE ALIEN FEEDING KASADY'S PSYCHOSIS? DOES IT HAVE A MIND THAT CAN BE REASONED WITH? I DON'T KNOW. I MAY NEVER KNOW.

AND EVEN THOUGH I'M AWARE OF SOME OF THE CHILDHOOD EXPERIENCES THAT SHAPED KASADY'S HOMICIDAL MANIA, MY OWN MIND KEEPS FLASHING BACK TO THE MANY INNOCENT LIVES LOST IN THE CITY-WIDE MASSACRE LED BY KASADY-- THE ONE THE NEW YORK MEDIA, IN THEIR CONSTANT QUEST FOR SOUND-BITES, DUBBED "MAXIMUM CARNAGE." CLETUS KASADY IS A MAN TRULY IN NEED OF HELP; AT THE SAME TIME HE'S A MASS MURDERER WHO MANY FEEL CAN BE HELPED BY NOTHING BUT DEATH. IT SCARES ME THAT I'M UNSURE OF MY OWN FEELINGS ON THE SUBJECT...



FROM THE FILES OF DR. ASHLEY KAFKA:

CHAMELEON

IT'S STILL VERY EERIE TO ME TO SEE THE CHAMELEON AS HE IS NOW, STRAITJACKETED, BABBLING, HIS MALLEABLE FACE TRANSFORMED INTO A PERPETUALLY FEATURELESS WHITE MASK, REFLECTING HIS INNER TURMOIL OF SEEING HIMSELF AS A NOBODY, A MAN WITHOUT AN IDENTITY. THIS IS CERTAINLY NOT THE CUNNING MASTER CRIMINAL I'D READ ABOUT, THE MASTER OF DISGUISE, THE INTERNATIONAL SPY WHO MANAGED TO AVOID CAPTURE ALL THESE YEARS. UNTIL HE FINALLY WAS TAKEN INTO CUSTODY RECENTLY, NONE OF US KNEW MUCH ABOUT THE CHAMELEON AT ALL. NOW I'VE DISCOVERED THAT THIS MAN HAS BEEN HARBORING A MAJOR IDENTITY CRISIS FOR MOST OF HIS LIFE!

BORN DMITRI SMERDYAKOV IN RUSSIA DECADES AGO, HIS CHILDHOOD WAS SPENT AS A MANSERVANT TO THE ARISTOCRATIC KRAVINOFF FAMILY, AND HE SAW YOUNG SERGEI KRAVINOFF-- THE SAME ONE WHO WOULD GROW UP TO BECOME KRAVEN THE HUNTER-- AS HIS BEST FRIEND, DESPITE THE FREQUENT BEATINGS AND MENTAL ANGUISH INFLICTED ON HIM BY SERGEI, WHO APPARENTLY NEEDED TO REMIND THE PEASANT SMERDYAKOV OF HIS PLACE. THIS TOUCHED OFF NOT ONLY SMERDYAKOV'S LOVE-HATE RELATIONSHIP WITH KRAVINOFF, WHICH MASQUERADED AS DELUDED IDOL WORSHIP UNTIL WELL AFTER THE LATTER'S SUICIDE, BUT ALSO HIS VIEW OF HIMSELF AS A MAN WITHOUT AN IDENTITY, WHO HAD TO TAKE ON THE FACES OF OTHERS TO HAVE AN IDENTITY OF HIS OWN. HENCE HIS LIFELONG OBSESSION WITH DISGUISES... AND HIS CHOSEN CAREER.

IN HIS MOST RECENT CONFLICT WITH SPIDER-MAN, SMERDYAKOV'S BURIED RESENTMENT OF KRAVINOFF FINALLY BOILED OVER, AS DID HIS SIMMERING SELF-LOATHING AND PERCEIVED LACK OF IDENTITY. THE RESULT IS THE NEAR-CATATONIC FIGURE CURRENTLY IN THE CELL, MUMBLING THE SAME CHILLING WORDS TO HIMSELF LIKE A MANTRA: "NOTHING... NOTHING... NOTHING..."

FROM THE FILES OF DR. ASHLEY KAFKA:

EDWARD WHELAN VERMIN

I SUPPOSE MY FIRST REAL "SUCCESS STORY" IN MY RELATIVELY SHORT CAREER COUNSELLING SUPER-POWERED BEINGS HAS TO BE MY ASSISTANT, EDWARD WHELAN. EDWARD HAS FORGED HIS WAY THROUGH A GAUNTLET OF HORROR AND ADVERSITY THAT WOULD HAVE BROKEN MOST OTHER MEN'S SPIRITS ENTIRELY. HIS CHILDHOOD WAS AN ONGOING NIGHTMARE, FILLED WITH UNSPEAKABLE ABUSES OF HIS BODY AND MIND, PERPETRATED BY HIS FATHER. AS A RESULT, EDWARD'S PSYCHE SPUN OFF ANOTHER PERSONA, ONE WHICH WAS DIRTY, FOUL, LESS THAN HUMAN... "DESERVING" OF THE NUMEROUS VIOLATIONS THAT HE WAS SUBJECTED TO.

THIS PERSONA CAME TO THE FORE IN RECENT YEARS, WHEN EDWARD WAS EXPOSED TO A GENE-ALTERING MACHINE BY A TWISTED CRIMINAL MASTER-MIND NAMED BARON ZEMO, WHO APPARENTLY WAS GETTING HIS KICKS AT THE TIME BY MUTATING MEN INTO MONSTERS. EDWARD'S LESS-THAN-HUMAN PERSONA HAD PHYSICALLY MANIFESTED ITSELF: HE BECAME VERMIN, A MAN-SIZED, RAT-LIKE CREATURE, WITH SUPERHUMAN STRENGTH AND A TASTE FOR HUMAN FLESH. THE TERRIBLE CRIMES HE COMMITTED AS VERMIN, THE LIVES LOST TO HIS BESTIAL HUNGER, WERE ALMOST TOO MUCH FOR EDWARD TO BEAR. BUT WITH SPIDER-MAN'S HELP, I'VE MANAGED TO GUIDE HIM ALONG THE RUGGED ROAD BACK TO HUMANITY. IT'S STILL UP TO THE COURTS TO DETERMINE HIS CULPABILITY FOR VERMIN'S CRIMES, BUT THE "VERMIN" PERSONA, ALWAYS MERELY A DEVICE FOR DIVERTING MISPLACED GUILT, SEEMS TO HAVE FINALLY FADED AWAY, AS EDWARD COMES TO TERMS WITH HIS PAST AND FACES HIS FUTURE AS A STRONG MAN, NOT A MONSTER.

Introduction from *Spider-Man: The Lost Years TPB* (1996)

The so-called "Clone Saga" in the Spider-Man books has become, perhaps, the single most controversial storyline in the nearly thirty-five year history of the character. We knew it would be. From the moment then-Web of Spider-Man writer, and repeated UFO abductee, Terry Kavanagh tossed the idea out on the table at one of our regular Spider-Conferences, we knew we had a keg of Marvel Universe dynamite in our hands. But what an exciting keg it was. At least I thought so. I had just taken over the writing of Amazing Spider-Man – and the idea of turning the entire Spiderverse on its head by revealing that the guy we thought was Spidey all these years was a clone. While the real Peter Parker had been out wandering the world for five years thinking he was the fake – seemed like just the thing we needed to shake the Spider-books up and put the readers on red alert.

The lovely and talented Howard Mackie, who had just started scripting Spider-Man, agreed… as did most of the artists and editors who joined in that editorial retreat. What was most exciting was that this wasn't some bogus Big Event. We weren't going to break Spider-Man's back and then put him back together. We weren't going to kill him, replace him with four new Spider-Men and then return him after six months. This was going to be The Real Thing. Good-by, Peter and Mary Jane… hello, Ben Reilly (the perfect name… courtesy of former Spider-Boss and current Sovereign of the Virtual Realm, Danny Fingeroth). And most wonderful of all was the fact that, as we bandied the idea about, we realized that what we had on our hands wasn't a promotional stunt but an honest-to-Stan Lee story. A powerful super-heroic drama with emotion, psychology, action, and – perhaps most important – a coherent beginning, middle and end. (A rarity in comics, you must admit.) It was our intention to bring Ben back, mess with the readers' minds for six or eight months, and then, when the smoke cleared, return him to his full glory as Spider-Man, sending Peter, Mary Jane and their little bambino off into the happy ending we thought they deserved.

But when Danny took the premise to then-Editor in Chief Tom DeFalco, Tom instantly nixed it. "No way," he said. "The readers'll go nuts," he said. "You can't mess with the legend like that," he said. He even came to the second day of the conference to explain to us why the story would never be done. We all listened to Tom's objections – on our knees, of course, with the great respect bordering on reverence that Tom deserves – and then told him (loudly, I'm sure) why the story had to be done. We must have been convincing because, by the time the conference was over, Tom – eternally compassionate, as all deities and Editors in Chief are – hadn't only agreed to let us go ahead with the storyline, he'd signed on as the new writer of Spectacular Spider-Man!

And we were off.

We began to meet every couple of weeks in a Marvel conference room – me, Howard, Tom, Terry, Danny, Eric Fein, Mark Bernardo, and Mark Powers – to shape the story… focus it… push it forward. (One thing we didn't want was for it to drag on till the end of time. We wanted to get in, tell the tale, and get out as quickly as possible.) There were no big egos at these meetings, no one trying to hog the glory or force his point of view down anyone's throat. Just eight extremely enthusiastic creators – all of whom genuinely liked and respected each other – laughing and shouting and banging on the table while shoveling down far too much pizza and Chinese food. I don't know if I've ever had more fun in my professional life. (Perhaps my favorite memory of those meetings was the day Howard and I sold Danny and the others on the "Death of Aunt May" storyline. While I melodramatically described the action with all the emotional power of Bob Denver performing "King Lear," Howard provided music and sound effects, the most memorable being Aunt May's life-support beeping and then flat-lining. Mel Blanc couldn't have done a better job. (But, of course, Mel Blanc is dead.)

I don't remember who first threw out the idea of doing Lost Years stories – tales that would take place during Ben Reilly's five years of wandering – but we all took to it instantly, recognizing that we had provided ourselves with a bottomless well of stories to return to again and again. Considering how Marvel-time relates to (or should I say fails to relate to) real time, we knew we could do Lost Years limited series for the next several decades and still not have covered all the ground Ben did. Most exciting, these stories wouldn't be conventional super hero tales. Ben, having walked away from his life as Spider-Man, wouldn't be wearing a costume and going up against classic villains like Doctor Octopus, Kraven the Hunter, and the Kangaroo (sorry, I couldn't resist). His adventures would be far more grounded in the real world… and they'd take place all across the country, all across the planet. What a canvas for us to work on. And how delighted I was that Danny wanted me to write the first Lost Years adventure.

My delight turned to ecstasy when John Romita, Junior (by the way, there's no truth to the rumor that he's related to John Romita, Senior. How do these ridiculous stories get started?) agreed to illustrate The Lost Years. There are a handful of super hero artists (and I may be exaggerating by half a hand) in the business as good as J.R. – I've been lucky enough to work with some of them – but I can't think of a single mainstream comics artist who's better. In fact, I can't think of anyone since Jack Kirby who puts more emotion, more power, more sheer physical weight into his panels. Nor can I think of anyone who tells a story with more clarity and simplicity. When Klaus Janson – who, aside from being the best inker in the business, also designed the cover for the Beatles' Revolver album and played bass in the great '60s band, Manfred Mann – signed on to embellish John's pencils, I suspected that gods of sequential art were taking a special interest in this project.

As I began the actual writing, weaving together the desperate, disparate lives of our cast – Ben, the man without an identity… his girlfriend, the mysterious Janine Godbe… the gloriously tormented Kaine… his equally tortured love interest, Louise Kennedy… and the character who provided the moral anchor of the tale, the relentless Mormon policeman, Jacob Raven – I found myself entering that Zen-like state of grace where the story – as all good stories must – begins to tell itself. Love and lust, murder and salvation, the search for true faith in a world that often seems devoid of any hint of God: all of these themes erupted on the page, marching toward a conclusion that was, I think, as hopeful as it was tragic.

Right now I'm finishing the final chapters of the sequel to this tale (Spider-Man: Redemption is being drawn by one of the few artist out there I consider J.R.'s equal – Mike Zeck – and inked by Bob McLeod, who brings the same passion and polish to Mike's pencils that he brought to our previous Spider-collaborations, Kraven's Last Hunt and Soul of the Hunter), and I find myself once again wrapped up in the almost-Dostoyevskian struggles of Ben, Janine and Kaine – as they each seek some kind of peace, some small shred of love, of hope and redemption. And I remain convinced – despite all the controversy (or perhaps because of it) – that the "Clone Saga" really was just what the Spider-Books needed. It was certainly what I needed. I've been involved with Peter Parker and Company since the early nineteen-eighties – when I had a three-year run on Marvel Team-Up that fans are still talking about (and maybe someday they'll say something nice) – and the little bombshell that Terry Kavanagh threw on the table at that meeting three years ago has allowed me to tell some of the meatiest, most satisfying Spider-stories of my career. Stories I'm very proud of. The Lost Years foremost among them.

So hop on the motorcycle in your mind and join Ben Reilly as he rides into an adventure that will change his life forever.

But wear a helmet, for heaven's sake.

J.M. DeMatteis
June, 1996

IT BEGINS HERE!

Spider-Man is beside himself! When the Jackal's long lost Spider-duplicate reappears, Peter Parker's world is turned upside down! Where has the clone been? How is he alive? Who is he? Parker's dark side… or his better half? Amidst the chaos comes the seemingly all-powerful Judas Traveler, the enigmatic Kaine, the brutal Venom, and the emergence of the Scarlet Spider – a figure that will change Parker's life forever! No other Spider-storyline was as innovative or infamous as the 1990s Clone Saga, and you can follow it right from the start!

Collecting *Amazing Spider-Man* (1962) #394; *Peter Parker, the Spectacular Spider-Man (1976) #217*; *Spider-Man (1990) #51-53*; *Spider-Man Unlimited (1993)* #7; *Web Of Spider-Man* (1986) #117-119; and *Spider-Man: The Lost Years #1-3*, plus additional prologue pages chronicling the clone's journey! Written by Tom DeFalco, J.M. DeMatteis, Todd DeZago, Terry Kavanagh, Mike Lackey, Tom Lyle & Howard Mackie; illustrated by Mark Bagley, Sal Buscema, Steven Butler, Phil Gosier, Ron Lim, Tom Lyle, John Romita Jr., Alex Saviuk & Liam Sharp.

MARVEL

ZONE